THE CURIOUS CASE OF

BENJAMIN BUTTON

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adapted from the short story by
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The Curious Case Of Benjamin Button

EXT: WEST BALTIMORE NEIGHBORHOOD. **SUMMER 1910.** AFTERNOON.

Tree tops shaking swaying, leaves shimmering: storm brewing.

Old brick houses and newer clapboard houses, set apart by big yards, orchards. Lush summer landscape against a blackening sky. A few blocks from here, houses give way to countryside.

WHITE CHILDREN and scruffy BLACK CHILDREN shriek with pleasure, running in the cobblestone street, dirt sidewalks. Wild alfalfa grows up between the cobblestones, stalks bent now by the increasing wind. BLACK MAN in a typical blue-white checkered apron drags in an ashcan. BLACK LAUNDRESS in a head rag snatches down sheets from the line, carries them into --

INT: BUTTON HOUSE - KITCHEN. AFTERNOON. WIND STORM.

Battling the strange wind, the IRISH COOK helps the Laundress with the kitchen door. Rapidly, they fold sheets into a roasting pan. Bustle, bustle. Cook opens the iron door of the brick oven, takes out a pan of hot-bed sheets, puts in the fresh sheets. Why are they baking bed linen? A YOUNG BLACK HOUSEMAID carries the hot linen on a tray --

INT: BUTTON HOUSE - STAIRCASE. AFTERNOON. WIND STORM.

-- past ALFRED BUTTON, 3, moodily kicking a treader of the stairs. (Alfred wears a long shirtwaist, typical for a 3-year old.) CLAIRE, his mother, scoots Alfred out of the way; his sister REBECCA, 16, shoos him urgently from the staircase. Something mysterious is happening upstairs.

INT: BUTTON HOUSE - HALLWAY. AFTERNOON. WIND STORM.

THOMAS BUTTON, 45, paces anxiously outside his bedroom door. The Young Housemaid brushes past him. Thomas sees only a forbidden glimpse as the door opens:

POV - INT: MASTER BEDROOM

A four-poster bed, BLACK WOMEN in headrags gathered around the white counterpane.

INT: BUTTON HOUSE - MASTER BEDROOM. AFTERNOON. WIND STORM.

The Young Housemaid closes the door, carries the sterile sheets to the bedside. MIRIAM BUTTON 25, hugely pregnant, suffers in excruciating labor on the bed. The Mulatto MIDWIFE sponges her perspiring face. A YOUNG BLACK GIRL gently fans her.

The Midwife lifts Miriam's large hips to ease a sheet under her, but Miriam cries out, the scream of an animal dying.

EXT: BUTTON HOUSE. AFTERNOON. WIND STORM.

HEAT LIGHTNING and Miriam's shriek. Huge ancient trees rattle and scrape against the high windows of a cupola at the top of the house. Strangely, white feathers blow past. CRY of unseen BIRDS. In these attic rooms:

INT: BUTTON HOUSE - ATTIC ROOMS. AFTERNOON.

QUEENIE, ageless wise woman, former slave, pauses to listen. Wind rattling the windows, tree branches scraping the panes.

QUEENIE
That baby never gon' come 'less it rain.

UREMIAH BUTTON, 70, pater familias of the Button household, now consigned to a cane-backed wheelchair, barely glances up from his book as he answers dryly:

UREMIAH BUTTON
Acutely observed, Queenie. It's well-known among men of science that weather functions in direct correlation to Miriam's confinement.

Queenie sends him a leveling, intelligent look.

QUEENIE
You mark what I say.

Uremiah shifts his wheelchair, trying to catch the fading light on his book. Of long ritual, Queenie lights his gas lamp, pours him a whiskey. She turns away shaking her head.

QUEENIE
No chile be born in a wind like this.

INT: BUTTON HOUSE - MASTER BEDROOM. NIGHT. WIND.

Black night, wind rattling the panes. Thomas Button looks on helplessly. His young wife Miriam is dying in labor. Between the broad backs of the MINISTER and the HOMEOPATH, Thomas sees a glimpse: Under Miriam's gown is a huge, moving mound. Something is alive inside, struggling to be born.

The Minister murmurs psalms from his open Bible. Yea, though I walk through the valley of death. The Homeopath grips Miriam's jaw, tips a glass Vial of powder into her mouth.

Thomas turns abruptly: the long-awaited SOUND of HOOVES on the cobblestones below.

THOMAS BUTTON
Cousin George.

POV - EXT: COBBLESTONES BELOW. NIGHT. WIND STORM.

A DARK SHAPE, like Death, crosses into the house, disappears from view. Over the street: the swiftly moving shadow of an enormous bird's wing. White feathers gust past the window.

INT: BUTTON HOUSE - MASTER BEDROOM. NIGHT. WIND STORM.

GEORGE BUTTON, 35, lays out surgical instruments on a sterile sheet. The Homeopath protests reasonably to Thomas:

HOMEOPATH
Please wait, let the pulsatilla I gave begin to act.

George Button brushes the Homeopath aside rudely, and prepares a hypodermic of morphine. The Young Housemaid drops like a dark limp sack as she faints.

INT: BUTTON HOUSE - ATTIC ROOMS. NIGHT. WIND STORM.

In his wheelchair, Uremiah studies a sheet of music, his stiff hand fingering the piano keys. Queenie sits before a red candle, rocking and keening in a private ritual.

UREMIAH BUTTON
Queenie, is that strictly necessary? Surely someone down there has had sense enough to call in a physician.

QUEENIE
He don't know cat shit.

Abruptly, the candle flame gutters, flares long. Queenie's

eyes open slightly. She listens:

EXT: BUTTON HOUSE. 1910. NIGHT.

The wind has stopped. The trees are still. Not a leaf stirs.

INT: BUTTON HOUSE - MASTER BEDROOM. NIGHT. STORM.

The hypodermic sinks into flesh. The first raindrops spatter the black windowpane behind Thomas Button. He turns, startled. Miriam lets out a wail, struggles to sit up --

MIRIAM
Dicey!

The Midwife rushes to her, knocking George Button aside --

MIDWIFE
It's coming.

Rain comes harder now. Thomas turns away as Miriam's face contorts in a silent scream. She is pushing, grunting --

INT: BUTTON HOUSE - ATTIC ROOMS. NIGHT. RAIN.

Sheets of rain drive against the window glass. Queenie blows out the red candle, satisfied. At the piano, eyes shut, Uremiah is oblivious: deep minor soul-plumbing chords.

INT: BUTTON HOUSE - MASTER BEDROOM. NIGHT. STORM.

The Midwife blanches and turns away with a sickened whisper:

MIDWIFE
...oh my dear jesus god.

George, ashen, covers something with a blanket. The blanket squirms. Thomas speaks sharply to the Midwife:

THOMAS BUTTON
Get Queenie.

MIRIAM
(faintly)
I want to see my baby.

George moves in with his grave, comforting manner:

GEORGE BUTTON
Miriam, the baby isn't right. It's better to let Death have this one.

MIRIAM
I want to see him!

-- and collapses, sobbing a desperate repetition, I want to see him. Thomas murmurs, frightened:

THOMAS BUTTON
Help her, George, she's failing.

INT: BUTTON HOUSE - NARROW BACK STAIRS. NIGHT. RAIN.

Queenie and the Midwife and the Young Housemaid haul a large bloody sheet-wrapped bundle down the narrow passage. Like a second birth. Dark piano chords groan, and Miriam sobs, O.S.

INT: BUTTON HOUSE - MASTER BEDROOM. NIGHT. RAIN.

Thomas cradles Miriam as she pleads with the last of her failing strength:

MIRIAM
Let me hold him, I need to hold him.

THOMAS BUTTON
(to George, in despair)
Couldn't we...?

But George shakes his head sagely.

INT: BUTTON HOUSE - KITCHEN. NIGHT. RAIN.

Fearlessly, tenderly, Queenie opens the squirming, blood-streaked sheet and stares at something [we do not see]. The Midwife looks away. The Young Housemaid hangs back, cowering.

QUEENIE
This is the damndest youngun. Look like an old man. Looky this gray hair. Looky them liver spots.

She dips a sponge into a bucket, wipes the unseen child. O.S., the BABY whimpers plaintively.

QUEENIE (cont'd)
Girl, heat me some of that rice milk from Mr. Uremiah's supper.

The Young Housemaid looks scared. The Midwife, afraid to cross Queenie, laughs uneasily.

MIDWIFE
Queenie, you best set it out in the yard, like Mister Button said. Something like that won't have any kind of life.

Queenie gives her a look that only Queenie can give: wise, regal, fierce.

QUEENIE
Ain't a thing wrong with this chile, 'cept he's ugly as sin. And I don't hold to killin' babies account of they ugly. Or you two wouldn't be here. Now heat me that rice milk.

The Young Housemaid shakily puts a pot on the stove. Queenie looks tenderly into the huge squirming bundle in her arms.

QUEENIE
Tha's my boy, you hongry...

INT: BUTTON HOUSE - MASTER BEDROOM. NIGHT. RAIN.

George Button gently closes Miriam's eyelids. Thomas holds his dead wife with stern, unforgiving grief.

George pats his shoulder ineffectually.

CUT TO:

EXT: BUTTON HOUSE - FRONT YARD. DAY.

A glorious summer day. The front door, partially open, is draped with black crepe and purple ribbons. In his new black breeches, Little Alfred walks Indian-style, tracking a huge BUMBLEBEE.

The Bee lights inside an azalea. Alfred pinches the petals closed, trapping the bee.

INT: BUTTON HOUSE - DINING ROOM. DAY.

The formal room is swathed with black cloth. On the sideboard: cakes, pot roasts, hard liquor. The extended FAMILY is gathered, everyone handsome in black, fully indulging themselves in the half-pleasurable drama of family tragedy.

Thomas, at the head of the table, has an air of stunned isolation. He gazes, unseeing, at something in the corner:

An empty wooden cradle, done up with linen and lace.

Carrying his azalea flower pinched closed, little Alfred makes his way at knee level, ignoring murmured conversation:

His mother Claire, sister of Thomas, weeps as his father ALFRED SENIOR sanctimoniously intones:

ALFRED SR
A blessing that God in His bountiful wisdom took the child, too ...

Cousin George is a Darwinist. With faint condescension:

GEORGE BUTTON
Nature takes care of its mistakes.

Sister Rebecca, her lovely face blooming with color, dramatically weeps:

REBECCA
I'm never going to marry.

A tender chorus: Oh no, don't feel that way. Little Alfred hands Rebecca the crushed azalea, such a poignant gesture. The Bumblebee ricochets out of the flower, furious. Rebecca screams and swoons, Alfred Sr swats little Alfred. Bedlam.

Pale but stalwart in his grief, Thomas picks up a slice of cake and announces, as if it were a supreme act:

THOMAS BUTTON
I'll bring this to Father.

He mounts the stairs as everyone else tries to kill the bee. George Button murmurs sorrowfully to the Minister:

GEORGE BUTTON
The old man hasn't been down in five years. Won't tolerate a soul. Likely he doesn't even remember Miriam. He isn't himself.

INT: BUTTON HOUSE - ATTIC ROOMS. DAY.

Uremiah Button leans forward in his wheelchair, gazing with revulsion and fascination at the figure swaddled on his bed.

UREMIAH BUTTON
He has Miriam's brow, I think.

QUEENIE
What you jabbering 'bout, you see with your eyes he favors you, Mister Uremiah.

URemiah BUTTON
(snorts, offended)
Hardly.

As Queenie props his grandson into a nursing position, Uremiah studies him with consternation [**our first look at Benjamin**]:

BENJAMIN is a small old man. His crumpled face looks out through wise, milky blue eyes. His small frame is emaciated, wrinkled. Except for the swaddling blanket and diaper, Benjamin could be Uremiah's older brother. But Benjamin radiates an aura of perfect innocence. He is newly arrived, "trailing clouds of glory, from God who is our home".

UREMIAH BUTTON
We can't possibly keep him hidden.

Queenie hands him a baby bottle. Squeamishly Uremiah offers the warmed milk to Benjamin. Benjamin's shriveled mouth sucks hungrily at the nipple. Uremiah watches in wonderment.

UREMIAH BUTTON
Amazing. The simple fact of our existence. That we are not here, and then - We are.

QUEENIE
And then we're gone again. Hold it up, you gon' give him gas.

A KNOCK at the door. Queenie and Uremiah turn guiltily.

INT: BUTTON HOUSE - STAIR LANDING NEAR ATTIC ROOMS. DAY.

Cake poised in one hand, Thomas knocks again, timidly.

THOMAS BUTTON
Father?

Faint noises. Finally, Thomas inches the door open:

POV - INT: ATTIC ROOMS. DAY.

Queenie ministers to a feeble old man who lies half-naked in a fetal position on the bed. Nearby, the empty wheelchair.

Thomas stares at the diaper that Benjamin wears.

THOMAS BUTTON
Is Father ill? When did he lose control of his - functions?

But Queenie is deftly easing Thomas right back out the door --

QUEENIE
It comes and goes, we don't make mention of it. Mmm, bourbon cake. How 'you holding up, Mister Thomas? In your Hour of Grief.

Thomas does not see Uremiah sitting in plain view in Queenie's alcove, eyeing Thomas contemptuously. From the stair landing:

QUEENIE'S VOICE, O.S.
Ooh, somethin' on my mind, what was it? Oh! - You-all name that pore baby 'fore you Laid it to Rest?

Benjamin begins to fuss helplessly. Then Queenie is back, door closed firmly behind her, muttering as she goes to Benjamin:

QUEENIE
Hope that's the last of him for a while. Man try to kill his own son...
(comforting Benjamin)
I won't let him take you. No sir, I sho' won't.

Uremiah, impatiently perched in the sleeping alcove:

UREMIAH BUTTON
Queenie. What name did he say, did they give him a name?

QUEENIE
Lawd, if they didn't call him "Benjamin".
(at Benjamin's cry)
Aw, it's not that bad.

She shakes a rag doll above Benjamin. Benjamin watches Queenie tearfully, then suddenly smiles, exquisitely.

QUEENIE
Mister Uremiah, he smiled! Yes you did, I seen you! You gon' smile for your Grandaddy, Benjamin?

UREMIAH BUTTON
(excited)
Queenie, fetch my chair!

On Benjamin's toothless, beatific, ancient newborn smile --

CUT TO:

Bach piano music begins, continues over:

EXT: WEST BALTIMORE NEIGHBORHOOD STREET. **SPRING 1913.** DAY.

Incongruously dressed in a velveteen suit, Alfred Button, 6, plays stickball with a mixed gang of rough BOYS. Alfred swings the stick, connects -- his fancy jacket rips. He dashes toward the tin can that is "base", in front of:

EXT: BUTTON HOUSE. SPRING 1913. DAY.

The front door is decked with ribbons and lilacs. It is Rebecca's wedding day. DELIVERY BOYS (elderly black men) trot around the side with packages. With cautious steps, a BAKER delivers an exquisite wedding cake, adorned with orange blossoms and lilies-of-the-valley.

INT: BUTTON HOUSE - HALLWAY/REBECCA'S ROOM. 1913. DAY.

The bride-to-be, Rebecca, 20, presses teabags to her eyes as the Young Housemaid (now older) laces her corset. From the dark back stairs comes the distant sound of a PIANO:

INT: BUTTON HOUSE - ATTIC ROOMS. DAY.

In his wheelchair at the piano, Grandfather Uremiah butchers a **Bach piece**; pauses to sip his whiskey, and resumes.

Benjamin and Queenie kneel at the window. Shouts of LAUGHTER float upward. Benjamin [three years younger, looks a healthy 75] wears the long white shirtwaist of a 3-year old. Restlessly turning a child's ball over in his hands, Benjamin watches the stickball game below:

POV - EXT. STREET BELOW, BUTTON HOUSE. DAY.

BOYS move gracefully in the shifting pattern of the game.

BENJAMIN
(child's querelous whine)
I wanna play. Queeenie.

QUEENIE
Oh hush, now. You know you don't go outside, sugar.
(spots the Groom below)
Oooh! Lawd, don't he make a picture!

POV - EXT: STREET BELOW, FRONT OF BUTTON HOUSE. 1913. DAY.

The bridegroom, RANDOLPH BLESSING, 27, steps out of a 1913 Dusenberg. MEN in morning coats meet him on the sidewalk.

INT: BUTTON HOUSE - ATTIC ROOMS. DAY.

Queenie grabs a glass bottle, used for sprinkling laundry.

QUEENIE
I got to fix Miss R'becca or she never have no kind of fambly. You Buttons got all kind of froo-frah 'bout babies. Ya'll running some strange sap in this tree.

UREMIAH BUTTON
(sternly)
Don't fill his head with that Geechee magic.

Meaning Benjamin, who gazes with a child's eyes at the laundry sprinkler: cloudy pink liquid inside heavy glass.

POV FROM ABOVE - INT: BUTTON HOUSE - 2ND FLOOR HALL. DAY.

Rebecca, in gown and veil, is fussed over by BRIDESMAIDS.

QUEENIE (O.S.)
That's your Cousin Rebecca.

INT: BUTTON HOUSE - STAIRCASE ABOVE 2ND FLOOR HALL. DAY.

Queenie and Benjamin crouch on the stairs, peering through the railings. Faint piano above. Benjamin whispers, awed:

BENJAMIN
Is she an angel?

Queenie shushes him fiercely -- Benjamin's existence is an utter secret. Her eyes glitter. She extends her bony dark finger, warning: Wait here. She presses her finger to her lips: Don't make a sound. Eyes bright, Benjamin sweetly imitates her: finger to his lips.

INT: BUTTON HOUSE - SECOND FLOOR HALL. DAY.

Queenie comes around from the stairs, toward Rebecca --

QUEENIE
I declare, Miss R'becca, this is your Finest Hour. Here I fixed you some rosewater, that's good luck.

-- sprinkling Rebecca with the rosewater before Rebecca can protest. As droplets fall like benedictions:

QUEENIE (cont'd)
Yes ma'am, you gon' have lots of chirren I can spoil ...

INT: STAIRCASE ABOVE 2ND FLOOR. DAY.

Benjamin's ball rolls out of his hand, and bumps noisily down the steps. Benjamin freezes in terror --

INT: BUTTON HOUSE - FOYER ON MAIN FLOOR. DAY.

Claire, elegant in her Mother-Of-The-Bride attire, peers up the staircase. Far above in the shadows, she is alarmed to see:

POV - INT: BUTTON HOUSE - STAIRS NEAR ATTIC. DAY.

A dark SHAPE, hunched down behind the railings.

INT: FOYER/HALL ON MAIN FLOOR. DAY.

Claire gestures frantically to Thomas Button [48, graying hair], and whispers, pointing up the stairs --

CLAIRE
Thomas. It's - ...!

THOMAS BUTTON
(peers up, astonished)
You - you don't think he wants to attend the wedding?

CLAIRE
Of course not. Poor soul, doesn't know what a wedding is anymore.
(calls up, falsely)
Father?

BENJAMIN'S POV - INT: FOYER/HALL ON MAIN FLOOR. DAY.

Benjamin peeks: <u>On the landing just above Thomas and Claire is Benjamin's precious ball</u>. Below, GUESTS begin to arrive.

CLAIRE
What if he tries to come down during the ceremony?? Quickly, go tell Queenie he's gotten out.

THOMAS BUTTON
Claire? Perhaps we should have invited him.

Claire is stopped. He can't be serious.

CLAIRE
No one is coming here to look at a helpless, deranged old man.
(amends, with pity)
We all feel badly for Father. But you must get over this, Thomas. The seizure could have happened any time, I wish you'd stop blaming yourself.

Claire strides away self-righteously. Thomas calls after her, a desperate note:

THOMAS BUTTON
I don't blame myself!

Picking up Benjamin's ball, he descends, troubled.

BENJAMIN'S POV - INT: BUTTON HOUSE - FOYER. DAY.

Thomas tosses Benjamin's ball out the open front door, toward the SOUNDS of the stickball game.

With a suppressed cry, Benjamin bolts back to the attic.

EXT: GARDEN BEHIND BUTTON HOUSE. DAY.

The wedding party assembles. Claire drags young Alfred into place, yanking off his torn velveteen jacket.

INT: BUTTON HOUSE - ATTIC ROOMS. DAY.

Violin strains: **"Here Comes The Bride"**. Queenie leans out the window over the garden, watching the wedding below. Anguished, Benjamin whimpers at another window, staring into the street:

POV - EXT: EMPTY STREET BELOW. DAY.

His little ball sits in the dust of the street, abandoned.

Uremiah beckons to him gruffly --

UREMIAH BUTTON
Forget that. Forget it. Listen.

From the garden comes the thin squeal of the violin: **"Here Comes The Bride"**. Uremiah spreads Benjamin's long fingers on the piano keys, and helps him pound the chords:

UREMIAH BUTTON (cont'd)
"Here comes the Bride, Four feet wide. Here comes the Gro-oom, but There ain't any room!"

Benjamin breaks up, giggling through his tears.

EXT: GARDEN BEHIND BUTTON HOUSE. DAY.

The discordant piano notes from above distract the somber VIOLINIST. His **"Here Comes The Bride"** wobbles as Rebecca in her veil is led past by her father Alfred Sr; who looks as sanctimonious as ever.

INT: BUTTON HOUSE - ATTIC ROOMS. DAY.

Haltingly Benjamin plays Mendelssohn's **"The Wedding March"** as Uremiah leads him, gleefully singing in his cracked old voice.

UREMIAH BUTTON
Look, Queenie, look at the boy pick it up, look at him play!
(to Benjamin, encouraging)
Hard! If you strike the wrong notes, hell, at least you've hit 'em hard. That's my technique.

EXT: GARDEN BEHIND BUTTON HOUSE. DAY.

Trying (in vain) to ignore the piano and cracked singing above, the Violinist plays an off-key **"Wedding March"**. Rebecca glides back, veil tossed back, led by her groom Randolph Blessing.

EXT: ANOTHER PART OF THE GARDEN BEHIND BUTTON HOUSE. DAY.

The BLACK HOUSEMAN cuts the wedding cake and the Young Housemaid serves it on plates.

From the attic, a loud and stumbling **Mozart's Sonata in C Major** can be heard. The WEDDING GUESTS whisper, glancing up at the attic windows with amused annoyance. Thomas picks at his cake helplessly. Claire sends her brother a look: Do something.

INT: BUTTON HOUSE - STAIRS OUTSIDE ATTIC ROOMS. DAY.

A slice of wedding cake poised in one hand, Thomas raps on the door. From behind it comes **Mozart's Sonata in C Major**.

INT: BUTTON HOUSE - ATTIC ROOMS. DAY.

Singing the notes, Uremiah points out the Mozart sheet music as Benjamin follows him on the keyboard. Suddenly Benjamin stops playing, and gazes at the door.

Thomas stands aghast in the open door, staring with recognition and disbelief. Benjamin, though only a child, knows that something forbidden has come to pass. He has been discovered by The Others. A pall of silence, broken by:

UREMIAH BUTTON
Benjamin, this is your father, Thomas Button.

The plate falls from Thomas' hand and smashes on the floor.

UREMIAH BUTTON (cont'd)
Say "hello", Benjamin. Remember your manners.

BENJAMIN
Hello. Father.

UREMIAH BUTTON
He's grown younger, don't you think? Queenie and I think so. He gets younger every day.

THOMAS BUTTON
(weakly)
He died at birth. He was a monster.

UREMIAH BUTTON
You discarded him, Thomas. Just as you discarded me. You're the monster.

Involuntary sounds of anguish and revulsion begin to escape from Thomas as he stares at Benjamin.

THOMAS BUTTON
Get - It out of my house. OUT!

Uremiah explodes with fury, making an instant decision:

UREMIAH BUTTON
This is my house! Until my death. At which time, I am giving this house to Benjamin! And then <u>you</u>, Sir, will be out!

Uncomprehending, Benjamin smiles at Thomas shyly. With a moan, Thomas bolts to the door, and is gone.

Wordlessly, Queenie picks up the broken plate. Benjamin looks

from Queenie to his grandfather. Something momentous has happened, but Benjamin isn't sure what. Uremiah shakily pours himself a glass of whiskey. Nothing more will be said.

CUT TO:

The CAMERA glides from window to window around the cupola:

POV THROUGH WINDOW - INT/EXT: ATTIC ROOMS. WINTER. DAY.

Stark branches, frosted glass; Benjamin sits at the piano, his shoulders stooped as he practices PIANO SCALES, slowly.

POV - ANOTHER WINDOW - INT/EXT: ATTIC ROOMS. SPRING. DAY.

Dripping, budding branches; Benjamin practices with growing skill. He wears trousers, sits straighter. He is becoming younger. Queenie irons; Uremiah reads, obliviously.

POV - ANOTHER WINDOW - INT/EXT: ATTIC ROOMS. SUMMER. DAY.

Open window, leafy branches; PIANO SCALES pour out, as Benjamin plays intently, from sheet music.

POV - ANOTHER WINDOW - INT/EXT: ATTIC ROOMS. AUTUMN. DAY.

Scarlet leaves. PIANO SCALES ripple seamlessly. This angle affords only a glimpse of Benjamin, concentrating at the piano. Queenie rocks and mends, and Uremiah dozes.

The piano scales go on faintly as the CAMERA draws back from the Button House, with its secret in the attic.

CUT TO:

EXT: STREET IN FRONT OF THE BUTTON HOUSE. **SPRING 1920.** DAY.

Azaleas are again in bloom. The cobblestone street has been paved, and along the new sidewalks, AUTOMOBILES are parked. Rebecca's FOUR BOYS [6, 5, 4, and 3] play marble games, cowboys. RICHARD, 6, sails a balsa-glider to a crash-landing in the gutter.

Suddenly Rebecca's children freeze, alarmed, as from inside the house comes a HORRIFIC SCREAM --

REBECCA (unseen)
Mommy mommy oh Jesus Motherrrr!

-- followed by the thin WAIL of a NEWBORN BABY.

INT: BUTTON HOUSE - SECOND FLOOR HALL. DAY.

Rebecca's mother Claire, now 50, hurries beside Queenie:

CLAIRE
It's quite appalling, five children in seven years. Rebecca and Randolph have no self-control. People will think we're Catholics!

QUEENIE
I' take care of it, Miz Clair'.

As they reach Rebecca's room, the Midwife [10 years older] comes out proudly with the squalling BABY GIRL --

MIDWIFE
Here's your grandchile.

Claire waves her away, irritated, and goes into the room.

INT: BUTTON HOUSE - REBECCA'S ROOM. DAY.

Used to be Thomas and Miriam's room; same four-poster. Queenie drapes a length of string across Rebecca's nightdress. She makes Rebecca, 26, hold each end of the string, pulling it tight across her lower belly. Queenie lowers a rusty butcher knife -- Rebecca closes her eyes, prays -- and slips the knife under the string, yanks up sharply.

The string snaps.

QUEENIE
Tha's all.

Claire places the squalling baby in Queenie's arms, in a way that conveys Claire's delusion of ownership of Queenie.

CLAIRE
Thank you, Queenie, whatever would we do...

Queenie stalks out with a secretive smile. She whispers:

QUEENIE
I know somebody who's gon' love you.

INT: BUTTON HOUSE - ATTIC ROOMS. DAY.

BABY DAISY gazes calmly up at Benjamin. At 10, Benjamin looks a young seventy; he wears a toy cowboy holster and six-guns. He cradles the baby, transfigured with joy.

BENJAMIN
Oh golly. Look how tiny. Isn't she tiny, Queenie? Look, Grandfather.

But Uremiah doesn't stir; he is frail and elderly now, his toothless mouth half-open as he sleeps.

QUEENIE
(mutters peevishly)
"Daisy"...No account common name.

BENJAMIN
It's beautiful. Daisy. Look, she's looking at me like she knows me.

QUEENIE
All they talk about down there is, Oh, she's extra, she's one too many.

Benjamin looks deep into newborn Daisy's infinite stare. He feels overwhelming love. With a child's seriousness:

BENJAMIN
Queenie. Could I have her?

Qeenie bursts into a delighted cackle --

QUEENIE
"Can you have her?" "Can I have her?", he says.

CLAIRE (unseen)
Queenie?

Queenie reaches for Daisy, but Benjamin cradles her more tightly --

BENJAMIN
Oh please, Queenie! I'll be good! Please let me keep her!

Queenie shushes him, wrenches the baby from him, calling --

QUEENIE
-- Coming, Miz Clair'!

-- and sweeps out, shutting the attic door behind her. Benjamin listens to the baby's wail fade away down the stairs.

CUT TO:

EXT: REAR OF BUTTON HOUSE. ATTIC WINDOWS. **AUTUMN.** DAY.

Scarlet leaves frame Benjamin as he looks out, poignantly. Below, in the garden:

OVERHEAD POV - EXT: REAR GARDEN, BUTTON HOUSE. AUTUMN. DAY.

Scarlet leaves lie flattened on the wet ground around BABY DAISY [now 6 months], in her perambulator. Her brothers play in the yard, obliviously. Only Daisy gazes up:

HER POV - EXT: BUTTON HOUSE ATTIC WINDOWS. AUTUMN. DAY.

Benjamin waggles his fingers at her, whispering silently:

BENJAMIN
Hi Daisy. Hi Daisy.

Baby Daisy lifts her little star-shaped hand, and waves.

CUT TO:

EXT: BALTIMORE CITY STREET. **FEBRUARY 1921.** EVENING.

Modern energy. Black STREET VENDORS in checked aprons, hawking bread, oysters, Maryland crab with operatic cries that echo ancient field shouts: Bray-yeh-heh-hed! Awwwwww-neeee! Creee-yab!

A TROLLEY rolls down the street, carrying SECRETARIES, SHOP GIRLS, BUSINESS MEN past:

Queenie hurries Benjamin along -- he looks hale and almost handsome in his grandfather's old-fashioned overcoat, his head swiveling curiously at every new sound.

Shattering glass!

A FEDERAL AGENT boards the door of O'Malley's Irish Bar. ANOTHER AGENT plasters a Prohibition notice on the sooty window; OTHERS break open cases of whiskey on the sidewalk, pour the bottles into the gutter. Watching from inside, MR. O'MALLEY drinks one last pint, defiantly.

A street DRUNK, on his knees, laps at the gutter like a cat. Queenie yanks Benjamin past, hurrying toward a back alley.

EXT: BACK ALLEYS. FEBRUARY 1921. EVENING.

Ramshackle wood shanties, with pipe chimneys; haze of wood smoke. Queenie and Benjamin hasten down the alley, past a BOY beating a private rhythm on a kerosene drum: Bom! Byom!

INT: AFRICAN-AMERICAN CHURCH. FEBRUARY 1921. EVENING.

A large shack-like "praise house". Rich black VOICES soar in song. The humble rafters shake to the hand-clapping, finger-popping, gourd-rattlin' rhythm. Round face glistening with sweat, the BLACK PREACHER shouts, his white cuffs shooting out of his black suit as he raises his arms triumphantly:

BLACK PREACHER
I will lift up my voice! Yes I will!

And the CONGREGATION shouts back:

BLACK CONGREGATION
Yes I will!

Queenie claps and rocks, and beside her, the only white face in the room, Benjamin claps and rocks, caught up in the harmonic union around him.

A very young black girl, BILLIE, sings the solo, her voice shimmering clear and full over the choir's rich harmony. Benjamin suddenly joins in, in a cracked voice. Queenie hushes him sharply.

Now the CONGREGATION mills among the pews, setting out enameled metal basins on the floor, pouring water from pitchers. People remove their worn shoes, roll down their stockings.

Queenie makes Benjamin put on his overcoat, as he complains --

BENJAMIN
Aww, Queenie, you never let me stay.

QUEENIE
(hands him a nickel)
That's for the trolley, don' you buy no lic'rish pipe with it. Ulysses! -

-- pulling in ULYSSES, 12, good-looking, careless and hip --

QUEENIE (cont'd)
-- This's my grand-nephew. Ulysses, walk Mister Benjamin straight home. Chile! -- What do I see?

She grabs Ulysses' head for a second look. His ear is newly pierced, threaded with a loop of embroidery floss.

ULYSSES, 12
I'm storin' up for an earring, Aunt Queenie.

QUEENIE
(swatting him, scolding)
Don't you come in my church flashing no earring! What kinda man wears earrings??

Laughing, Ulysses escapes, yanking Benjamin toward the door.

ULYSSES, 12
We don't want to be 'round for no foot washing.

The young girl Billie sees Ulysses go, and waves shyly. Grinning back foolishly, Ulysses walks into the door frame. He pulls Benjamin out into the cold, saying to Benjamin crossly:

ULYSSES, 12
What you lookin' at?

EXT: SHANTY TOWN. COLD NIGHT.

Ulysses, agile and coatless, glides like a shadow down the alley. Benjamin lumbers after the older boy, trying to imitate him; but he is clumsy in his grandfather's overcoat.

Ulysses slows -- he has a question for this old man.

ULYSSES, 12
Girls don't like spooning and carrying on, right?

Benjamin looks at him blankly. Spooning?

ULYSSES, 12 (con'td)
Tha's why you give 'em something first. Flowers. Like giving a horse a little sugar 'fore you slip on the bridle. Same thing, right?
(growing frustration)
Do girls like spooning, or don't they?

BENJAMIN
I've never talked to a girl.

ULYSSES, 12
(stung)
You're lying.

Ulysses defiantly swings to the top rail of a board fence, and strides along it lightly. Benjamin clambers up after him, with difficulty, and crouches, clinging to the rail. Ulysses looks back and laughs.

ULYSSES, 12
How come you so slow, ol' man?

He glides to the end of the fence, and drops off into darkness.

Benjamin inches to the end of the rail and clambers down. He looks around, listening: Where is Ulysses?

In the night, Ulysses whistles. Benjamin hurries toward the sound.

Ulysses cuts across shantytown yards, dodging ghostly frozen laundry. Out of breath, Benjamin trots after him, determined to keep up. On the other side of the railroad tracks:

EXT: VICTORIAN HOME - BALTIMORE. COLD NIGHT.

Benjamin rounds the corner, out of breath. He sees Ulysses walking backward along the high fence rail with casual grace.

ULYSSES, 12
I said, how come you' so slow?

Laughing, Ulysses drops down on the other side, and sees:

POV - EXT: VICTORIAN HOUSE - SIDE YARD. COLD NIGHT.

IRISH SCHOOLBOY TOUGHS raid a coal cellar in the side yard. Startled, the bullies look up. Someone grunts:

IRISH TOUGH
A nigger.

The BIGGEST BOY grabs a chunk of coal and heaves it at Ulysses: Get out. The toughs give chase, pelting Ulysses with coal.

Suddenly, Benjamin comes over the fence, hair wild and overcoat flapping, brandishing a broken barrel stave. Snatching up an ashcan lid, he runs straight at the toughs, crashing the stave against an ashcan lid and bellowing insanely.

The bullies scramble, terrified. As the Biggest Boy tries to

swing over the far gate, Benjamin whacks him across the backside with the stave. The boy falls over the other side.

Ulysses fires coals at the Toughs as they scatter down the alley and disappear. Benjamin hoists himself onto the fence beside Ulysees. Laughing, they relive their victory; friends and equals.

CUT TO:

EXT: REAR OF BUTTON HOUSE. COLD NIGHT.

Benjamin and Ulysses approach, sucking licorice pipes in quiet rapport. Benjamin stares up at the cupola, its windows aglow.

BENJAMIN
Ulysses. Where can I buy some liquor?

A sly smile broadens Ulysses' mischievous face.

ULYSSES, 12
I don't know nothing about hooch.

BENJAMIN
It's not for me.

ULYSSES, 12
Sure it ain't.
(fades back into darkness)
Down to the docks. Bring me some.

BENJAMIN
The docks? Where on the docks?

But with a sly laugh, Ulysses is gone.

INT: BUTTON HOUSE - STAIRS. LATE NIGHT.

Quietly, hushing him, Benjamin carries Uremiah downstairs in his arms, like a baby. Uremiah is greatly aged -- his hair thin and white, his chin trembling.

UREMIAH BUTTON
I want a bottle.

BENJAMIN
We'll get you a bottle, Grandfather.

EXT: BALTIMORE DOCKS. WINTER. LATE NIGHT.

Broad stone and wood wharf, piled with nets and cargo. In the water, fishing boats, tugs, barges. No people around.

Benjamin pushes Uremiah in his wheelchair, with some effort. Uremiah's lap robe slips down. Benjamin tucks the blanket tenderly around his grandfather. He sees Uremiah staring at:

POV - EXT: BALTIMORE DOCKS. IRONWORKS. WINTER. LATE NIGHT.

An ominous brick structure out on the quay. Inside, through a gaping door, an infernal glow silhouettes two lone WORKMEN.

BENJAMIN
What's that place, Grandfather?

UREMIAH BUTTON
That is Hell.

Benjamin looks scared.

UREMIAH BUTTON (cont'd)
That's Button Iron Shipworks. I built it. From nothing. Bent the iron myself, poured the molds. And on up from there. We made iron hulls for half the ships in this harbor.
(looks at his twisted hands)
My father was against me at the start. Nothing better for a man. I worked all the harder. Everything this family has came out of that furnace.
(mulls this over, then:)
Your father stole it.

BENJAMIN
He stole a whole building??

UREMIAH BUTTON
It would have been his, anyway.
(looks with regret at his hands)
Should have given it to him, while I still had my hands. But I was always saving my music for later.
(then)
You get caught up in proving a thing. And then too late it comes on you: <u>How did I give my life to that</u>? My only life.

He proprietarily pats Benjamin's long fingers. Benjamin stares at the foundry, mesmerized.

UREMIAH BUTTON (cont'd)
You stay away from there, my boy.
(then)
I must have a bottle.

Benjamin glances around helplessly. Out of the darkness strolls a POLICEMAN. Uremiah prompts Benjamin: Ask him. Benjamin shrinks back: No, no, it's a policeman.

UREMIAH BUTTON
Constable! Where can a gentleman procure a pint of spirits?

The Policeman surveys these two old men, the wheelchair -- and points at a few rough buildings on the dock. He strolls off.

UREMIAH BUTTON (cont'd)
That's a useful fellow.

INT: SPEAKEASY. BALTIMORE, WINTER. LATE NIGHT.

Not like the movies. No brass chandeliers, no oak bar, no velvet curtains. This joint is a place to drink. Assorted dining room tables, mismatched chairs, sooty gas lamps, homely rugs. The weary BARTENDER pours liquor from unmarked bottles. In the corner, a scarred piano. A FLAPPER "GIRL", 35, wipes tables, carries around a tray of smokes.

His wheelchair pulled up to a table, Uremiah raises a glass with old friends, MIDDLE-AGED MEN he knew from the docks --

UREMIAH BUTTON
Dink, Butch, Harrelman...To better days!

Everyone drinks. Hands reach eagerly for the bottle that Uremiah has bought. HARRELMAN, 55, with massive jowls:

HARRELMAN
I thought you were dead, Mr. Button.

UREMIAH BUTTON
I am.

He raises his glass again, amid laughter.

At the far end of the table, Benjamin watches, fascinated, a boy in a man's world. No music here, few female voices, just the clink of glasses and the rumble of male voices, loose with

alcohol, conspiring, argumentative: It was under the table the whole time...Wasn't a horse, it was a gazelle, Dinky...Are you asking me or telling me?

Two MEN near Benjamin try to include him in conversation:

BUSINESSMAN
Unions've brought down the rails, you can't run a railroad on a 8-hour day.

The Businessman offers Benjamin a cigarette. Benjamin is at a loss, finally takes it, with a peek at his grandfather.

NEWSPAPERMAN
Wilson brought down the railroads - he'll have the government running everything, you'll have to get a license to unbutton your trousers.
(to Benjamin)
What line were you in, Old-timer?

He offers Benjamin a match. Benjamin lights up, awkwardly.

BENJAMIN
There wasn't a line. We just came in.

He is surprised by the hot smoke in his mouth, the bad taste. The Men look at him blankly, trying to grasp his meaning.

BUSINESSMAN
Well said, Sir! In your day, you didn't have all this specialization, you just made a buck where you found it! That's free enterprise.

Benjamin is fanning his mouth self-consciously. The Bartender sets a glass in front of Benjamin and pours him a whiskey.

Benjamin sneaks a glance at Uremiah, and guiltily takes a sip of whiskey. Benjamin goes into a paroxysm of choking. The Flapper "Girl" pounds Benjamin's back. Embarrassed, he notices her breasts under her snug dress.

BENJAMIN
I'm fine. Fine. May - may I have a glass of milk?

As she reaches for a spoon and dark bottle --

FLAPPER "GIRL"
This is better than milk. Boot oil. Coats your belly good. You can drink all night.
(Coaxes provocatively)
Come on. Open up.

Benjamin ducks away, protesting. The Flapper "Girl" giggles, pursues, pressing against him. Uremiah sees her:

UREMIAH BUTTON
Leave the boy alone.

Uproarous LAUGHTER. "The boy!" is repeated around the table.

Across the room, a BLACK PIANO PLAYER begins an easy stride gait on the old upright, **"Balling the Jack".** Benjamin whips around, amazed: This is music he has never heard.

He stares: the Black Piano Player is insular and handsome in his formal attire, polished skin. The Businessman sneers:

BUSINESSMAN
Ever notice how these coloreds like to fancy dress?

Benjamin glows with admiration: this piano player is the finest-looking human being he has ever seen.

BENJAMIN
Oh yes.

Benjamin is slowly drawn to the piano. He watches the Piano Player's dark hands move easily over the keys.

LAPSE TO:

INT: SPEAKEASY. **LATER.** LATE NIGHT.

Benjamin hunkers over the piano, arms pumping the stride gait. He shares the keyboard with the Black Piano Player, four hands on the piano, as they play **"Me And My Girl".**

The Black Piano Player switches to **"Dark Town Strutter's Ball".** Benjamin listens to a few measures, then with a false start, joins in with treble riffs, stomping on the down beat.

Around them, the din of VOICES rises, punctuated by laughter, as everyone drinks and dances. Uremiah is mystified by this music, but proud of Benjamin. He nods: This boy will go far.

But somehow, only moments later --

Firm hand on Benjamin's shoulder. Benjamin shakes it off, lost in the music. The Bartender presses close:

BARTENDER
You got to get him out of here.

Benjamin looks, gradually stops playing. Uremiah is slumped in his wheelchair. His cronies gather around, concerned.

BARTENDER (cont'd)
He can't die in here. Understand?
In the street, go on, get him out.

Benjamin rushes to Uremiah. The Bartender reassures everyone:

BARTENDER
He's fine, the ol' cooter's just a
little jugged.

Benjamin looks at the Bartender with horror and grief. Uremiah has plainly expired. The Bartender makes a gesture: Take him out, and adds a quiet warning:

BARTENDER
He didn't croak in my joint.

EXT: BALTIMORE DOCKS. WINTER. LATE NIGHT.

Benjamin races Uremiah along in the wheelchair, stumbling, weeping, sobbing with desperate, forsaken cries:

BENJAMIN
Queenie! Queeenie!

CUT TO:

INT: BUTTON HOUSE - PARLOR. WINTER. EARLY MORNING.

Eerie hush. The Young Housemaid [no longer young] opens the grandfather clock and stops the pendulum. She drapes a black cloth over the face. The grand mirror is already draped.

INT: BUTTON HOUSE - KITCHEN. WINTER. EARLY MORNING.

Queenie shaves Uremiah, who is laid out on a sheet on the kitchen table. She hums, a soft keening under her breath. This is her final task, as Uremiah's caretaker. She bathes his face, rubs powder into his skin. Tucks cotton into his mouth, filling out his gray cheeks; wets a scrap of red flannel, and rubs his cheek bones: rouge.

INT: BUTTON HOUSE - STAIRCASE. WINTER. EARLY MORNING.

The Young Housemaid covers the picture frames with black paper. Queenie brushes past silently, regal. The Young Housemaid knows Queenie's errand, and hurries away, spooked. Hiding, she waits for the mythical figure:

POV - INT: STAIRCASE. EARLY MORNING

Silently, furtively, Queenie and Benjamin descend. Benjamin clings to Queenie, his face swollen from crying.

INT: BUTTON HOUSE - KITCHEN. WINTER. EARLY MORNING.

Benjamin hangs back, whimpering, as Queenie sternly pulls him toward Uremiah, laid out like a giant doll in a wooden casket.

QUEENIE
You got to do it. You got to.

Benjamin breaks away, and Queenie seizes him again.

QUEENIE (cont'd)
That's your granddaddy, who learned you to read an' write, learned you everything you know, an' stood by you like a pillar of strength in the Face of Evil! You scared of him??

This is Benjamin's first death, and he is only a boy.

BENJAMIN
Queenie - am I going to die?

Queenie is touched: What a natural thing for Benjamin to think.

QUEENIE
Oh Lawd. Sugar. Mr. Uremiah was old as the Pharaohs, he plumb wore out.

BENJAMIN
I'm old, Queenie.

He shows his wrinkled hands, trembling now with emotion.

QUEENIE
But you gettin' younger every day. Di'n't you know that? You growing backward, sugar. When you get to be old as the Pharaohs, I 'spect you'll be growed down to a bitty baby boy.

Benjamin absorbs this, puzzled.

BENJAMIN
Will I still be Benjamin?

QUEENIE
Who else would you be?
(tenderly, rough)
Go on, now.
(addresses Uremiah's body)
Spirit! This is your grandchile, Benjamin.

Queenie helps Benjamin step up on to a kitchen chair. Benjamin looks down at Uremiah, quaking.

QUEENIE (cont'd)
Go on, or he's liable to haint you.

At the door crack, the Young Housemaid peeks in, awed:

Ritual: Benjamin steps over Uremiah's casket, onto another kitchen chair, and down to the floor.

QUEENIE (cont'd)
Now say your piece. Whatever you didn't say while he was living.

Trembling, Benjamin leans close to Uremiah, and whispers:

BENJAMIN
I love you.

He begins to weep. Queenie pats Benjamin comfortingly.

QUEENIE
That's what most frequently don't get said.

YOUNG HOUSEMAID (unseen)
Aunt Queenie. The fambly comin'.

Queenie shoos Benjamin toward the back stairs. Benjamin looks back a final time: Uremiah sleeps, hands folded.

Piano music continues over, Mozart's elegiac "Lachrymosa':

POV FROM ABOVE - INT: BUTTON HOUSE - SECOND FLOOR HALL. DAY.

Four YOUNG BOYS scamper by: Rebecca's sons. Their father, Randolph Blessing, hushes them. Rebecca, in mourning clothes, chastizes her brother Alfred, 14: Don't encourage them!

Laughing, Alfred slides down the banister. On the next landing his father Alfred Sr snatches Alfred up short. He cuffs him, adjusts Alfred's black arm band. Alfred descends, mocking.

Now comes his mother Claire, primping her black veil; and Thomas behind her, in his starched collar, saddened. All the same, Thomas winds his pocket watch casually as he descends.

The Housemaid brings up the rear, carrying BABY DAISY [almost a year old]. Daisy gazes backward, at a familiar shadow above:

POV UP STAIRWELL - INT: BUTTON HOUSE - ATTIC STAIRS. DAY.

Benjamin huddles behind the rails, watching with painful longing as the family files down for Uremiah's funeral.

The SOUND of the parlor doors gliding closed, with finality.

INT: BUTTON HOUSE - ATTIC ROOMS. DAY.

Alone, Benjamin plays Mozart's "Lachrymosa", expressing his grief through the achingly sad music.

Benjamin stops, and just sits over the silent piano. His grandfather's wheelchair stands empty in the weak morning light, its worn cushion ever holding Uremiah's imprint.

CUT TO:

EXT: BUTTON HOUSE. **MONTHS LATER. SUMMER.** DAY.

George Button, 47, strides down the street with his black medical bag, and into the gate.

INT: BUTTON HOUSE - FRONT PARLOR. DAY.

Alone in the unfamiliar room, Benjamin waits in a straight-backed chair, wearing Uremiah's best suit. Bored, he plays "cat's cradle" with a loop of string. Faint whispering:

GEROGE BUTTON (unseen)
Does he know about the will?

INT: BUTTON HOUSE - FOYER OUTSIDE FRONT PARLOR. DAY.

THOMAS BUTTON
(No) - He's senile. Won't live another year.

GEORGE BUTTON
Don't worry about the house, you'll be Trustee, it's as good as yours.
(pats his stethoscope)
Just a formality.

George goes into the parlor.

INT: BUTTON HOUSE - FRONT PARLOR. DAY.

George Button holds a stethoscope to Benjamin's shirtfront. Benjamin is rigid -- this could be voodoo, for all Benjamin knows. Desperate for reassurance, he tries a smile on George, to no response.

INT: BUTTON HOUSE - DINING ROOM. DAY.

Worried, Queenie presses her ear to the parlor door:

INT: BUTTON HOUSE - FRONT PARLOR. DAY.

GEORGE BUTTON
(dryly condescending)
"The apple doesn't fall far from the tree." What does this aphorism mean?

Clearly George doesn't expect Benjamin to be able to answer his question. He prompts again --

GEORGE BUTTON (cont'd)
"The apple doesn't fall far from the tree". Benjamin?

Benjamin's glance strays to the parlor piano, a gleaming, mysterious black beauty. Double-take of discovery:

BENJAMIN
This house has two pianos.

GEORGE BUTTON
How old are you, Benjamin?

BENJAMIN
Twelve.

Benjamin would appear to be in his late sixties. George looks bemused, annoyed. Strictly speaking, "twelve" is correct.

GEORGE BUTTON
How long have you lived here?

BENJAMIN
I've always lived here.

GEORGE BUTTON
This house was built in 1840, Benjamin. Have you lived here since 1840?

BENJAMIN
(hesitates)
Since 1910.

GEORGE BUTTON
-- And is that "always"?

BENJAMIN
It is to me.

George Button is frustrated. He needs a reply of clear-cut idiocy. Suddenly Benjamin knows what he wants to say:

BENJAMIN (cont'd)
(slowly)
The apple is the child. The tree is like - the apple's family. Even when the apple falls off the tree, it's still part of the family. It falls in the shade of the tree.

His reply sits like a koan in the stillness of the parlor. George clears his throat, moved.

GEORGE BUTTON
Thank you, Benjamin.

INT: BUTTON HOUSE - FOYER. DAY.

George is quite perturbed as he repacks his medical bag:

GEORGE BUTTON
I can't help you. The house is rightfully his.

THOMAS BUTTON
(incredulous)
George, he has the mind of a child!

GEORGE BUTTON
He was born to Miriam twelve years ago, doesn't that make him a child?? Your child?

Thomas stares at George, betrayed.

THOMAS BUTTON
I don't honestly know what it makes him, George. I - I rarely think of that brief time in my life.
(more forcefully)
We don't claim him and we certainly don't have to tolerate his presence here!

BENJAMIN
It's not a question of you tolerating my presence, is it?

Benjamin has come into the foyer. He is clear-eyed and alarmingly healthy. Thomas turns on Benjamin indignantly:

THOMAS BUTTON
Look you. I was born in this house!

BENJAMIN BUTTON
So was I, Father.

Thomas shoves Benjamin against the wall --

THOMAS BUTTON
I'm not your father! Is that clear? I live here, this is my home! And you won't force me out!

Benjamin stares at Thomas with new understanding: His father is afraid of him.

BENJAMIN BUTTON
I don't want you to leave, Father. We can both live here.

Thomas looks at him, aghast.

THOMAS BUTTON
Get out of my sight.

Thomas Button turns away. Words explode from Benjamin, in wonderful defiance --

BENJAMIN
No! I won't get out of your sight! I WON'T GET OUT OF SIGHT!

Shoving George aside, Benjamin strides into the front parlor --

INT: BUTTON HOUSE - FRONT PARLOR. DAY.

-- to the gleaming black piano. Benjamin crashes his hands onto the keys in noisy vulgar chords, and launches into a raucous **"Carolina Shout"**. The formal parlor resounds with the irreverent sound of ragtime.

INT: BUTTON HOUSE - HALLWAY NEAR REAR GARDEN. DAY.

The brash music catches Thomas up short. Covering his ears, he rushes out into the rear garden. George hurries after him --

GEORGE BUTTON
Thomas!

INT: BUTTON HOUSE - DINING ROOM. DAY.

Laughing, satisfied, Queenie turns back toward the kitchen. The Irish Cook and the Housemaid peer out, amazed to hear cathouse music issuing from the front parlor. Queenie shoos them back to work.

CUT TO:

Ragtime piano continues joyfully, as a JAZZ AGE VOICE sings over: "I Want To Be Happy"

EXT: BUTTON HOUSE - REAR GARDEN. SUMMER DAY.

Benjamin swings Daisy, 16 months, in a wooden swing hung from the apple tree.

JAZZ AGE VOICE
I'm a very ordinary man/Trying to work out life's plan...

Baby Daisy crows with delight as the swing sails her forward OUT OF FRAME --

JAZZ AGE VOICE (cont'd)
Doing unto others as I'd like to have them do unto me...

-- and back INTO FRAME. Daisy is 3, still laughing. Benjamin pushes the swing forward again OUT OF FRAME --

JAZZ AGE VOICE (cont'd)
When I find a lonely soul/To be kind becomes my only goal --

-- and when it glides back INTO FRAME, Daisy is 5. Benjamin catches Daisy and hugs her, tickles her.

JAZZ AGE VOICE (cont'd)
I feel so much better when I tell them my philosophy...

EXT: BUTTON HOUSE. **WINTER 1930, NEW YEAR'S EVE.** NIGHT. [SLEET]

Sleet blows past SAD FIGURES huddled in the dark street. The Button house rings with song:

DAISY'S VOICE, 10 [**OVER**]
"I want to be happy, but I won't be happy, till I make you happy too!"

EXT/INT: BUTTON HOUSE - KITCHEN. WINTER 1930. NIGHT. [SLEET]

At the back door, Queenie hands out cornbread and hopping john to a RAGGED MAN and CHILD, the homeless of 1930.

DAISY'S VOICE, 10 [**OVER**]
"There are smiling faces everywhere/
Surely I deserve a little share..."

INT: BUTTON HOUSE - FRONT PARLOR. **WINTER 1930.** NIGHT. [SLEET]

At the piano, Benjamin [20, looks a handsome 60] is rakish in his grandfather's old evening attire. In flapper "dress-up" clothes, DAISY, 10, a gawky young beauty, glows with love for him as she performs:

DAISY, 10 (cont'd)
"I want to be happy, but I won't be happy, Till I make you happy too!"

MANY VOICES join, as Benjamin builds to a grand finish: Daisy's parents, Rebecca [36] and Randolph, and their FOUR SONS; grandmother Claire [60, now widowed], her son Alfred [23] with his sweetheart BETSY; George Button [56]; and a few close friends. Only Thomas is absent.

EVERYONE
"I want to be happy, but I won't be happy till I make you happy too!"

Daisy wraps her arms around Benjamin and kisses him adoringly. Claire, 60, and George Button, 56, exchange a concerned frown. Claire murmurs to Rebecca, 36:

CLAIRE
Do you worry about that?

-- meaning, Benjamin and Daisy. Rebecca is surprised.

REBECCA
He's a harmless old thing.

Daisy squeals as Benjamin dances her around, blowing on her neck. On second thought, Rebecca herds her children upstairs --

REBECCA (cont'd)
Bedtime!

LATER - SAME NIGHT

A grown-up party. Benjamin plays a slow, sensual version of Gerswhin's **"I've Got A Crush On You"**, and sneaks looks at Alfred's girlfriend Betsy. Silky bobbed hair...pale, curvy dress...red lipsti --

MRS. UNTERMEYER, 55, widowed, plunks herself down and stares at Benjamin raptly. Benjamin smiles politely. Mrs. Untermeyer is much too old for him.

VOICES arrive in the foyer. Rebecca whispers to Claire:

REBECCA
Thomas, finally. He's bringing someone.

Indeed, Thomas has brought someone. Benjamin stares, and everyone stares:

HELENE BROWN, 30, striking, elegant, steps into the parlor as Thomas slips off her fur coat and disappears furtively down the hall. Helene Brown's slim dress is very red.

REBECCA
It can't be. Helene Brown??

CLAIRE
But - she's a divorcee.

REBECCA
She obviously likes older men.
(recovering her manners)
Mrs. Brown! It's been ages.

Helene's manner is genteel, but her face betrays calculation, irony; she is a woman who has learned survival.

HELENE
Yes. So many people dropped me. After my "little train ride" to Nevada. Old-fashioned, I suppose.

Benjamin is openly staring, absorbing her every quality: Helene Brown is the most beautiful woman he has ever seen.

Helene senses him, and turns. Benjamin's heart flips as her eyes meet his. She smiles, amused.

HELENE
He's talented.

CLAIRE
(faintly)
So much nicer than a gramophone.

Helene walks toward the piano, smiling provocatively --

CLAIRE
Oh dear.

-- and nudges Mrs. Untermeyer aside, to whisper along, smokily:

HELENE
"You're my big and brave and handsome Romeo..."

Benjamin blushes with pleasure.

INT: BUTTON HOUSE - FIRST FLOOR POWDER ROOM. SAME TIME.

Thomas [65, could be Benjamin's older brother] examines himself anxiously: Soot streaks his brow. He blots it. Taking out a tin of shoeblacking, he reapplies the polish to his gray hair.

INT: BUTTON HOUSE - FRONT PARLOR. NIGHT.

Thomas covertly tips a flask into a cup of cider, and looks about for Helene. He sees her singing to Benjamin, and unexpectedly pours his bootleg whiskey onto his shoe. He swears, and moves toward her as quickly as his stiffened gait permits. He grasps Helene firmly, to lead her away --

THOMAS BUTTON
Er - my cousin. Distantly.

BENJAMIN
Hiya, Pop.

Thomas blanches. Helene lets out a wonderful peal of laughter. Thomas hastens her away into a fox trot --

HELENE
Funny man.

THOMAS BUTTON
Not really. Something of a black sheep. We don't socialize.

Rubbing at a mysterious spot of shoe polish on Thomas' shoulder, Helene coyly watches Benjamin watching her --

HELENE
I like black sheep.

EXT: BALTIMORE CITY ALLEY. WINTER. LATER, SAME WET NIGHT.

Post-celebration. A BARTENDER shoos PATRONS out of a speakeasy. The swells call Happy New Year! to each other; stepping over HOMELESS PEOPLE asleep under "Hoover blankets" of newspaper. Thomas emerges, with Helene; she is very merry.

HELENE
Ohh, I'm not a bit tired. Where to?

A few steps behind her, Benjamin spins around slowly, looking up at the sky. He is hopelessly, dizzily in love. Contrasting their swoony glee, Thomas is depressed, exhausted.

THOMAS BUTTON
It's 2 a.m., Helene. I must go into the office in a few hours.

HELENE
Oh pooh, it's New Year's Day. Isn't he an awful old fogey, Benjamin?

BENJAMIN
Yes, he is.

THOMAS BUTTON
If you had my responsibilities, you'd understand.

Now Helene and Benjamin are both spinning around --

HELENE
I haven't done this since I was a girl. Oooh. Where shall we go?

THOMAS BUTTON
(to Benjamin, formally)
Well. Thank you for joining us.
Good night.

Helene bursts into hilarious laughter.

HELENE
Oh, Thomas, you're such a stiff!

Linking arms with Benjamin, she smiles into his eyes.

HELENE (cont'd)
What's your favorite place in the whole wide world?

CUT TO:

INT: BLACK NIGHT CLUB - BALTIMORE. SAME NIGHT, LATER.

The joint is jumpin'. Black SWING BAND plays Duke Ellington, way down nasty -- these musicians are river blacks. BLACK PATRONS dance the Lindy, Big Apple, Charleston, Shag.

The MEN are in zoot suits, with ballooning trousers, wide lapels; their gold teeth glint. CLEANING LADIES wear white folks' hand-me-downs, tricked out with feathers; ONE wears a red silk slip as if it were a dress. SOCIETY LADIES strut in gowns copied from Vanity Fair, the patterns made up in parrot colors that cast a sensuous glow on their smooth dark skin.

ANGLE ON A TABLE, WEDGED NEAR THE BANDSTAND

Thomas Button clutches his whiskey glass, acutely aware that he and Helene and Benjamin are the only white people in the room. He sees a HEAVY-SET BLACK MAN trimming a cigar with a knife.

THOMAS BUTTON
He's brought us here to have us killed.

HELENE
Honestly. All the best people do this in New York, it's the fashion. I think it's gay.

Benjamin is greeting FRIENDS, signalling a WAITER for more booze. He catches the eye of a beautiful black girl:

BILLIE, 16, in an evening dress -- the little soloist from Queenie's church. Touching her red lips, she blows him a kiss.

Thomas stares at her, then at Benjamin, shocked.

THOMAS BUTTON
Do you know that colored woman?

BENJAMIN
We go to the same church.

Blank stares. Helene bursts out laughing --

HELENE
"We go to the same church!" Oh. Oh. Benjamin. You are the funniest man.

A Negro man swoops down, sexy and ridiculous in a zoot suit; greets Benjamin with a strange slap-tickle-clench handshake --

BENJAMIN
Hey, Ulysses!

ULYSSES
Didn't know you was working tonight!

Ulysses, 21, wears an earring, a red stone that stands out on his fine ear like a drop of blood. He is elated with news --

ULYSSES (cont'd)
Got me a gig cooking on the B & O. Washington-to-New York. Frying eggs.
(laughs)
That your woman?

He boldly looks Helene over, and claps an approving hand on Benjamin's shoulder. Thomas is enraged. When he is gone --

THOMAS BUTTON
You work in this establishment?

BENJAMIN
Sometimes.

Billie glides to the front to sing **"I've Got A Crush On You"**. Her clear, emotional voice finds its own way over the melody. She is young but it is obvious: She is a great jazz vocalist.

Thomas drinks, tries to relax. He hums:

THOMAS BUTTON
"...but oh my heart grew active, when you came into view --"
(breaks off, annoyed)
She isn't staying on the melody.

BENJAMIN
It's jazz.

THOMAS BUTTON
(quickly)
I know that.

Billie signals to Benjamin: Come here. APPLAUSE as Benjamin makes his way to the piano, and takes over the keyboard.

ANGLE ON THE TABLE

Thomas watches Helene watch Benjamin. He has lost her. A painful coil of jealousy tightens.

THOMAS BUTTON
He isn't the man you think he is, my dear.

HELENE
I don't care what he is.

THOMAS BUTTON
He certainly doesn't mind what you are. You're made for each other.

A low blow. Helene smiles, sweet as arsenic.

HELENE
Thank you, Thomas. I'll always think of you as a friend.

Benjamin steps down from the piano, his eyes on Helene. Benjamin and Helene walk toward each other, as if magnetized.

Somewhere under, the band begins a slow, sexy beat. On the stage, washed in blue light, Billie sings **"All Of Me"** as if her heart would break. "All of me, Why not take all of me? Can't you see, I'm no good without you".

Thomas looks over his shoulder as he leaves:

Helene and Benjamin dance, locked in each other's gaze, fitted like matched pieces of blue sky lost from a puzzle.

Benjamin and Helene stop dancing, very slowly; and kiss. Billie's tearful voice: "You took the part that once was my heart, so why not take all of me?"

CUT TO:

EXT: BUTTON IRON SHIPWORKS - **SUMMER 1931.** DAY.

Furnaces blazing, smokestacks billowing: Hell, by daylight.

INT: BUTTON IRON SHIPWORKS. DAY.

In the sulphuric glare of the open furnaces, sweating LABORERS load a trolley bin with bundles of iron rails.

THOMAS BUTTON (unseen)
Helene Brown is not a person one marries!

INT: OFFICE OF BUTTON IRON SHIPWORKS. DAY.

Thomas berates Benjamin as Benjamin paces, belligerent, wild -- a young man overwhelmed with First Love, at the age of 60.

THOMAS BUTTON
She is divorced, she smokes tobacco, she goes out alone, at night, to speakeasies --!

In the outer office, Alfred and a SECRETARY strain to hear:

THOMAS BUTTON (cont'd)
It reflects on the entire family, a man of your years, dandying about a young miss half your age --!

BENJAMIN
You didn't mind dandying her about.

THOMAS BUTTON
I felt sorry for her!

BENJAMIN
I'm twenty-one, Father! --

Wheezing, Thomas lunges for the door, slams it for privacy.

BENJAMIN (cont'd)
-- Helene is actually older than I.

THOMAS BUTTON
(trying to compose himself)
Exactly. An older woman. Divorced. Her experience far surpassing yours. It isn't a good match.
(regains his breath)
I must ask you to call me "Thomas".

BENJAMIN
Who am I supposed to marry? Some decrepit old widow of fifty?? Soon she'd be elderly! I'd be middle-aged by then, and growing younger daily!

Any mention of this subject causes Thomas to grasp his chest.

BENJAMIN (cont'd)
At least with Helene, it will be a number of years before we pass each other going in opposite directions.

THOMAS BUTTON
How can you even think of taking a wife?? You'd never be able to keep this thing from her!

BENJAMIN
I don't intend to keep it from her!

THOMAS BUTTON
(aghast)
My god. Helene knows?

BENJAMIN
(uncomfortable)
No...But I'm going to tell her.

Thomas laughs harshly at this; and suddenly clutches his heart, gasping. Benjamin helps Thomas to a chair, concerned for him.

THOMAS BUTTON
God help us, please, you mustn't tell, Benjamin. Think of the family. We've guarded our little secret these many years.
(pleading)
It's your only hope for a normal life. Or do you want people prying, staring, whispering...Saying you're a freak?

That word rattles Benjamin.

THOMAS BUTTON (cont'd)
Why should the world know anything? Let them judge you by what they see! You're mature-looking, solid. Likeable. Those are strong assets, Benjamin, you can make something of yourself! (**cont'd**)

Thomas hesitates - he hadn't planned to bring this up so soon.

THOMAS BUTTON (cont'd)
It's been my thought - our thought, mine and Claire's together, actually - To bring you into the firm.

BENJAMIN
(laughs, amazed)
I don't know anything about business.

THOMAS BUTTON
Do you think Alfred does? Look at that empty-headed little poppinjay!

POV - THROUGH A SMALL GLASS PARTITION

Young Alfred takes a nip from a flask hidden in his desk.

THOMAS BUTTON (cont'd)
If I let the foundry go to him, he'll run the entire show straight into the ground! Claire and I agree, we need someone - mature.
(persuasively)
I'll teach you. You'll go right into this office. And stay here for a long, long time.

Benjamin feels sickened. He has longed for his father's acceptance; but not at this price.

BENJAMIN
The only thing I've ever wanted to do was play music.

THOMAS BUTTON
(flabbergasted)
Music is not a - profession, son. A man needs stability. Especially -
(steels himself)
- especially if you intend to make Helene your wife. Helene is drawn to older men, for practical reasons. How do you plan to support her?

Benjamin hesitates: He hasn't given it much thought. Thomas senses this and continues, cagily --

THOMAS BUTTON (cont'd)
Attracted though Mrs. Brown may be to the charms of a dance hall, she comes from money, well-bred money. Her first husband was a penniless ne-er-do-well. She won't make that mistake twice.

Benjamin considers this, alarmed.

BENJAMIN
No...I don't suppose so.

THOMAS BUTTON
(quietly, envious)
You're lucky, you know. Your best years are ahead of you.

CUT TO:

EXT: BUTTON HOUSE - REAR GARDEN. **A FEW MONTHS LATER.** DAY.

Strains of "Here Comes The Bride". The Violinist [now 18 years older] saws away. Benjamin, waiting anxiously beside the ancient minister, beckons to Daisy, 11, who is supposed to be the Flower Girl.

Daisy shakes her head, glaring at Benjamin, obstinately refusing to go down the aisle. Rebecca prods her, whispering:

REBECCA
Daisy! Daisy, go, honeybuckets.

Still glaring at Benjamin, Daisy throws down a flower as if it were a small explosive. She advances, slamming flowers on the ground. When she reaches Benjamin, Daisy drops her basket on the grass, and stalks off.

Helene approaches, elegant in a dove gray suit and demure hat. Benjamin smiles at Helene tenderly, takes her hand.

MINISTER
We are gathered here today...

FROM ACROSS THE LAWN - DAISY'S POV - THE CEREMONY

The Bride and Groom kiss. Daisy tears a rose apart, murderously. The Violinist plays the final "Wedding March".

CUT TO:

INT: BUTTON HOUSE - ATTIC ROOMS. LATE DAY.

A HORN outside beeps insistently. Hurriedly Benjamin gathers his things. The attic already feels abandoned. Queenie slowly folds clothes into his suitcase; she is quite old now.

QUEENIE
You gon' take your piano?

BENJAMIN
(distracted)
Um - not yet. I don't know where we'll put it.

Queenie mutters to herself, a running monologue --

QUEENIE
'Course, you don't need it no more. Now that you're a slave! In that Satan's Furnace...Robbed your granddaddy of his soul.
(laughs to herself)
Working for Mr. Thomas. I lived to see the day.

BENJAMIN
I have responsibilities now!

QUEENIE
You got that right!

She cackles gleefully; then, leveling her gaze --

QUEENIE (cont'd)
Well, that's okay. Most folks get a second chance. 'Course, it usually costs 'em somethin'.
(odd *non sequitur*)
I ain't worried about Miz Helene. She just goes straight ahead. You know she gon' come out all right.

BENJAMIN
I happen to like that about her.

Her eyes gleam with mischief.

QUEENIE
Better see to Daisy. You done broke that chile's heart.

EXT: BUTTON HOUSE - REAR GARDEN. LATE DAY.

Daisy sits woefully on the swing under the apple tree, as the Housemaid and the YARD MAN clean up after the party. Benjamin crouches beside her, cajoling:

BENJAMIN
I'll only be a few blocks away.
You can scoot over and visit me.

Daisy lifts her tear-stained face accusingly:

DAISY
You should have waited for me.

BENJAMIN
Sweetie...You're a little girl.

DAISY
I don't feel like one!

Their eyes connect. In some way, but not the same way, Daisy is no more a child than Benjamin is an old man.

BENJAMIN
I know.

He kisses her cheek, as if that will make it better. Daisy lifts her eyes to his, and whispers --

DAISY
I hope she dies.

EXT: BUTTON HOUSE. STREET. SUMMER 1931. DAY.

Rebecca's SONS pelt Benjamin and Helene with rice as they duck into the chauffeured car. Noisy shouts: Good luck! Goodbye!

INT: BACK SEAT OF MOVING CAR - DAY.

Giggling, Helene kisses Benjamin, teasingly unknots his tie.

HELENE
Aren't you glad that's over?

Benjamin looks back, through the rear window:

POV - FROM MOVING CAR, REAR WINDOW - EXT: BUTTON HOUSE. DAY.

Alone on the sidewalk, forlorn, Daisy watches the car disappear. The Yard Man in a checkered apron sweeps up rice.

FADE TO:

EXT: BUTTON IRONWORKS - THE DOCKS. **1935, WINTER.** DAY.

Belching fire and smoke under a lead sky. Machinery pounds inside the foundry. A rabble of MEN picket with hand-made signs: *STRIKE!*; HUNDREDS OF OTHERS wait for employment in a long line that snakes along the quay.

INT: BUTTON IRONWORKS - THE FOUNDRY. DAY.

Deafening noise. Black MEN, white MEN naked to the waist, sweating. Running with ladles of molten metal. Shoveling coal. Tempering sand. Plunging molds into water -- steam rises in vaporous clouds.

On the bridge, Thomas [69] and Benjamin [looks 55] appear elite in their modern suits. They argue, over the machine noise:

THOMAS BUTTON
If these Reds don't like the way we run our shop, throw 'em off the job! I'll march the state militia in here and break every head in the shop!
(then, seeing something:)
What in Jehosephat --

Alfred, 28, weaves along the bridge, obviously drunk. Thomas strides off as Benjamin yells, exasperated --

BENJAMIN
-- How much iron will we ship while they're in here breaking heads?? We've got orders to fill!

Thomas grabs Alfred and starts cuffing him, screaming at him:

THOMAS BUTTON
You're drunk, you fool!

ALFRED
(sobs blearily)
I'm not drunk, 's influenza, I'm sick.

The WORKERS stare as Benjamin hurries to intercede --

BENJAMIN
Go home, now. Go to sleep.

Finally Alfred wheels off, full of self-pity. Thomas, gray-pallored, leans weakly against the rail. He watches Benjamin motion the WORKERS back to their tasks. Benjamin makes a joke, and the Men laugh, they like him. The sight disgusts Thomas.

THOMAS BUTTON
Reds.

Thomas tries to walk away. His legs buckle. With a surprised look, Thomas sinks to his hands and knees. Benjamin races to his father as the old man collapses, unconscious.

CUT TO:

HIDDEN POV - INT: BUTTON HOUSE - UPSTAIRS HALLWAY. NIGHT.

Somber VOICES murmur: Adults gather in the hallway near Thomas' closed door. Helene, The Model Wife, stands by Benjamin as he and Claire and George Button whisper.

Hidden on the narrow back stairs [Benjamin's old haunt] Daisy, 15, spies on them. As Helene passes down the hall, Daisy's teeth gleam under her curled lip, she hisses lightly.

INT: BUTTON HOUSE - THOMAS' ROOM. NIGHT.

With poignant concern, Benjamin watches Thomas sleep. Thomas' face is gray and sunken. He looks at least twenty years older than Benjamin; old enough to be his father.

A NURSE noiselessly leaves the room. Helene whispers:

HELENE
Darling, when are you going to retire?

Benjamin smiles wearily. <u>The subject has come up before</u>. But Helene is a skilled manipulator:

HELENE
I love you too much to let you overwork yourself.

POV FROM HALLWAY - INT: BUTTON HOUSE - THOMAS' ROOM. NIGHT.

In her girlish nightie, Daisy eavesdrops at the door crack:

HELENE (cont'd)
It's all because you're a lecherous old cradle robber - You think you're as young as I am! But really dear. These are your Golden Years.
(pouting)
I sit home all day, waiting for you.

Benjamin shifts guiltily. Helene presses her point --

HELENE (cont'd)
Wouldn't we have fun! We could travel. Not Europe - the Gerrolds are just back, they say it's a mess now. But we could go out West to a ranch. Or to Egypt.
(flirting)
I must see you on the back of a camel.

Benjamin kisses her, holds her face in his hands. Helene is sure she has won.

INT: BUTTON HOUSE - OUTSIDE THOMAS' ROOM. NIGHT.

In the hallway, Daisy winces, sickened, closing her eyes -- She can't bear to watch. But she hears:

INT: BUTTON HOUSE - THOMAS' ROOM. NIGHT.

BENJAMIN
I can't walk out of the ironworks now.

HELENE
I don't know why you love that awful place!

BENJAMIN
I don't love it, Helene!

The force of his reply surprises her. Thomas moans, stirs. Benjamin lowers his voice --

BENJAMIN (cont'd)
But I can't just abandon Thomas.

HELENE
Well, he must have other cousins! You don't even like him.

Benjamin shakes his head; bound up with all he cannot say.

BENJAMIN
I - didn't know what it would be like to lose him. It's different now. I have to stay by him.

Exasperated, hurt, Helene rises to go. Benjamin rises too -

HELENE
Oh no, don't. I'll have Alfred walk me home. I'm very tired.

INT: BUTTON HOUSE - HALLWAY OUTSIDE THOMAS' ROOM. NIGHT.

Daisy darts away, nightgown flying. Just in time, she bolts up the back stairs, peeking down through the railings:

Helene emerges, with an injured look, and goes off down the shadowed hallway.

INT: BUTTON HOUSE - THOMAS' ROOM. NIGHT.

Benjamin watches Thomas alone, in turmoil. He looks up:

Daisy is at the door, shy in her white nightie.

DAISY
Can I sit with you?

Gratefully Benjamin pats Helene's empty chair, and Daisy curls up beside him. Together they keep vigil over Thomas.

CUT TO:

INT: HELENE'S HOUSE - BATH. **1936, SPRING.** EARLY MORNING.

Whistling, post-shave, Benjamin double-takes at the mirror:

His skin is smoother, his hair darker, fuller. He flexes his arms -- a muscle ripples in his chest. His body is changing. Pleased with himself, Benjamin examines a fading liver spot on his cheek. He is really becoming young.

Then, suddenly alarmed, Benjamin takes up Helene's compact and furtively rubs rice powder into his face. With her eyebrow pencil, Benjamin darkens the liver spot. He dabs white shoe polish on his temples.

Benjamin surveys his reflection, sadly. He is an older man again. He puts on his heavy spectacles.

Instantly, the IMAGE distorts -- he can't see a thing, his eyesight has improved overnight. Benjamin takes off his glasses, and looks at them amazed; puts them back on. He walks into the door. Reeling from the blow, he drops the spectacles in the wastebasket.

INT: HELENE'S HOUSE - KITCHEN. SPRING. SAME EARLY MORNING.

Benjamin hastens into the kitchen, tying his tie --

BENJAMIN
I must go by and see Fath - see Thomas before I go in to the office.

In her dressing gown, Helene [35] sits over her coffee, smoking, brooding. Cards are laid for solitaire.

Benjamin realizes that Helene has been crying, and halts. At a loss, he impulsively grabs the empty breadbasket and perches it entertainingly on his head.

HELENE
I hate it when you clown!

Benjamin puts the basket down. Helene chokes back a sob.

HELENE (cont'd)
I know we promised we wouldn't. But I want a child.

BENJAMIN
(stunned)
You...said you didn't like children. You didn't want to be tied down.

HELENE
(sarcastic laugh)
"Tied down"? I never leave the house! Oh, I have my solitaire, of course. And picture shows with Bernice - What right have I to be lonely and bored? If you insist on working till the end of your life with no regard for me -! I want a family.
(bitterly)
I suppose you'll deny me that, too.

Helene breaks into new sobs. Benjamin holds her, kisses her,

awash with confusion and guilt.

BENJAMIN
Oh, please don't cry...

CUT TO:

EXT: BUTTON HOUSE. A SHORT WHILE LATER. DAY.

PAINTERS on scaffolds slap white paint on the house's brick exterior. Benjamin hurries up the steps, preoccupied.

INT: BUTTON HOUSE - ATTIC ROOMS. DAY.

Thomas sits up in bed, a frail, fretful old man. Benjamin clears away business documents they have been going over.

THOMAS BUTTON
All these new trade alliances...The whole industry's changing...
(grateful pat: Good boy)
I'm glad everything's in good hands.

Benjamin fingers his "grayed" temples; something on his mind.

BENJAMIN
Father. I'm going to tell Helene about - me. She's...She wants to start a family.

Thomas sinks back, pale, speechless.

THOMAS BUTTON
A family. Surely you don't want to pass - this thing on to a child --!

BENJAMIN
Maybe it isn't hereditary --

THOMAS BUTTON
But who's to say?? What if you create another monster?

Monster hangs there, unforgivable.

BENJAMIN
Is that what I am?

Thomas looks away, evasively, confronting a painful memory.

THOMAS BUTTON
When I think of poor Miriam...Why would you put Helene through that?

BENJAMIN
Am I supposed to go on lying to her face while she begs me for a child??

THOMAS BUTTON
Helene wants a child, not a freak of nature!
(accurately, harsh)
And there must be some question in your mind that she would want <u>you</u>, if she knew the truth.

Which goes through Benjamin like a blade. Indeed, there is such a question in his mind. Thomas tries to soothe him --

THOMAS BUTTON (cont'd)
You've adapted so well, Benjamin. You have the ironworks, a home, you even have a wife. That's a lot, for someone like you.

BENJAMIN
What if it isn't enough, for "someone like me"??

THOMAS BUTTON
It <u>has</u> to be enough!

He doubles over, choking. Benjamin reaches for his pills.

CUT TO:

EXT: THE DOCKS/BUTTON IRONWORKS IN DISTANCE. DAY.

Benjamin walks, lost in anguished thought. As he nears the Button Ironworks, he is assaulted by the POUNDING NOISE of heavy machinery.

The foundry looms, its smoke billowing over the harbor. Unemployed HOBOS and BLACKS wait hopelessly at the hiring gate.

Benjamin stares at the prison-like buildings, paralyzed. The pounding noise inside the foundry grows louder, LOUDER --

He turns and strides away, past a crowded waterfront saloon serving nickel beer -- Prohibition is over.

CUT TO:

EXT: BALTIMORE STREETS - APPROACHING SHANTY TOWN. LATE DAY.

Benjamin walks for hours, an isolated figure. The city gives way to Shanty Town, with its railroad tracks, junkyards, shacks hung with ragged laundry. The light is magical.

He turns a corner. A dinky sideshow has set up in a vacant lot. BLACK CHILDREN peek through the plank fence, along which is unfurled a lurid canvas: Horror Horror Horror! Portraits of a Two-Headed Calf. Eight Hundred Pound Man. Fish Boy.

In the alley, an old Model-T Ford truck has broken an axle, and FREAKS surround it, arguing. Here is FISH BOY, the 800 POUND MAN, a TWO-HEADED SAILOR, a MIDGET HARELIP.

Benjamin hurries, averting his eyes. Ahead in the press of ONLOOKERS is a curvaceous LADY in a suit and hat. Benjamin takes in her curves as he passes; an involuntary glance which slides up to her face --

A BEARDED LADY, obviously with the freak show. She looks at Benjamin boldly, as if she recognizes him.

Jolted, Benjamin stumbles, runs. Faster and faster, until he is running away, into the maze of alleys, dodging laundry --

EXT: SHANTY TOWN STREET. TWILIGHT.

-- Benjamin stops short, startled. Queenie, her hair wild and white around her ancient black face, eyes sharp as an animal's.

BENJAMIN
Queenie!

QUEENIE
You comin' to church?

BENJAMIN
Ah -

QUEENIE
How is Miss Daisy?

Out of breath, caught off-guard, Benjamin stammers:

BENJAMIN
What? You mean Helene.

QUEENIE
I mean Miss Daisy. You see her?

BENJAMIN
She's - at school, and I'm - uh...

Rattled, he casts about in the gathering dusk.

BENJAMIN
I don't know how I got here...

QUEENIE
(double meaning)
Yeah, you got off the track. You looking for Ulysses?

Benjamin shakes his head No, but he is confused, as if he is under a spell. Queenie is nodding Yes --

QUEENIE (cont'd)
He's over to the rai'road station.
(prodding with a bony finger)
Go on, now. Go on and see him.

CUT TO:

EXT: TRAIN, WITH EMPHASIS ON THE CABOOSE - MOVING. NIGHT.

Train tearing north, the train has a destination in mind --

INT: CABOOSE OF TRAIN - MOVING. NIGHT.

LAUGHTER. Ulysses, 27, passes a marijuana joint among a FEW BLACK MEN playing cards. Benjamin smiles, his head against the vibrating wall of the caboose. He is stoned, collar undone. The white shoe polish has worn off -- his hair is mostly black as it falls over his flushed forehead.

When the joint comes around, Benjamin tokes it. Ulysses takes it from him with a wonderful, loose laugh.

ULYSSES
You just wait! You're gonna see!
But no way are you gonna believe!

INT: GRAND CENTRAL STATION - PLATFORM - 1936 - LATE NIGHT.

PASSENGERS alight on the platform. Ulysses and Benjamin swing down from the caboose, Ulysses shoving Benjamin in the direction of: Times Square Shuttle.

INSIDE GRAND CENTRAL TERMINAL - LATE NIGHT

Benjamin stares around -- the station is an architectural wonder, a Temple of Transportation, with arches, beautiful tile mosaics. Handsome MEN hurry by, with beautiful LADIES in mink stoles. A POLICEMAN prods a HOBO: You can't sleep here.

Ulysses hears a subway train pulling in -- he grabs Benjamin's sleeve as he begins to run.

EXT: HARLEM. SPRING 1936. LATE NIGHT.

The ELEVATED SUBWAY PLATFORM [still exists] at 125th Street. Benjamin and Ulysses hurry down the stairs to the street, and just stand, gawking. Ulysses makes an expansive gesture:

ULYSSES
Harlem.

Crowds of wealthy SWELLS in jewels, furs, evening clothes. Exquisitely-dressed STREETWALKERS glide past Benjamin.

ULYSSES (cont'd)
It sure ain't Baltimore.

Light emanates from the pavement upward -- every brownstone has a nightclub in the basement, marked by a brilliant neon sign. Music pours into the night, enticing. In the windows of the floors above, SILHOUETTES move seductively, suggesting a secret, decadent life upstairs.

Ulysses points Benjamin toward a neon sign: DEAN & DEANS.

INT: DEAN & DEANS - HARLEM. LATE NIGHT.

A small club, CROWDED with black and white jazz lovers. In the spotlight, in sequins and feathers, accompanied by only a BLACK PIANIST, Billie, 21, sings, her voice passionate and familiar:

BILLIE [21]
"Somebody loves me, I wonder who, I wonder who he can be? Somebody loves me, I wish I knew..."

Benjamin's heart rises like a balloon in his chest. Billie seems to be singing just for him. "Somebody loves me, I wonder who, Maybe it's you." The last piano notes fall away and the AUDIENCE stands as one, applauding.

Billie suddenly looks frail. She bows her head, as if it has become too heavy for her delicate shoulders to support.

INT: HOTEL ROOM IN HARLEM - LATE LATE NIGHT.

Haze of cigarettes, marijuana. Gramophone playing Bessie Smith. Careless young BLACK MUSICIANS fooling around on saxophones; messing around with SHOWGIRLS on the bed. Liquor with no ice. Soft black voices, staccato laughter.

Benjamin leans out the window, happy, intoxicated with this glimpse of the jazz life. Ulysses slouches up, frustrated.

ULYSSES
She's like a drop of honey in a barrel of flies.

He means Billie, barely visible behind a cluster of ADMIRERS. Billie's eyes are morphine dreamy; in her hair, a white gardenia is bruised and creased.

ULYSSES (cont'd)
She don't even <u>see</u> no hometown nigger works on the B and O. She's high-tone now. Shoot, I knew that chile when she was carrying basins at Miz Brewer's cathouse!

BENJAMIN
You knew the outside. Nobody knows the inside.

Ulysses looks at Benjamin sharply, sensing something unspoken. But Benjamin is absorbed in the room:

A WOMAN moans along with Bessie on the gramophone. The PIANO PLAYER taps a separate rhythm on the bottom of a dresser drawer. A TRUMPETER plays casual riffs, showing off for someone who wants to buy his old horn.

BENJAMIN
Look at them. Music comes out of their mouths, their hands. Like nothing, like magic.

ULYSSES
Ain't nothing big. <u>I</u> can play the guitar.

BENJAMIN
But you don't.

ULYSSES
I'll tell you why, too! I'm one of seven colored men in all of Baltimore who's got a job! You put enough (**cont'd**)

ULYSSES (**cont'd**)
brothers and sisters out of work, there's some bound to sit up playing jazz! What else they got to do?
(then)
I ain't running Billie down, but what's she got to lose, coming to New York like she done? Damn sight easier to quit a cathouse than a good job on the B & O.

Benjamin feels a wash of heat, a chill -- these words hit so close to home, he feels revealed.

BENJAMIN
But don't you ever get the feeling there's something --
(pressing his heart)
-- in there, it's deep --. You can feel it, I don't know, it gives off heat. And that's who you are. But it's put away. We put it away.

ULYSSES
I don't care about that shit no more.

Benjamin looks around. A COUPLE dances drowsily, as Billie sings over the muted trumpet, like nothing, like magic.

BENJAMIN
I do.

ULYSSES
Then what you waitin' for, Boss? You ain't getting no younger.

Benjamin gives a weak laugh, surprised, a little sickened.

CUT TO:

EXT/INT: HELENE'S BACK YARD - SHED. EARLY MORNING.

In her night dress, Helene is beside herself with anger --

HELENE
I had everyone in heaven looking for you! I've never been so humiliated!

In the splintery old shed, Benjamin feverishly shoves aside tools, boxes of canning jars. He is unshaven, still in the rumpled clothes he wore to Harlem.

HELENE (cont'd)
-- At your age, taking off on some lark at all hours of the -- What did you think I'd say when you finally dragged yourself home??

BENJAMIN
Divorce me.

HELENE
What??

Under the pile of junk is Uremiah's old upright piano, covered with dust and spiderwebs.

BENJAMIN
I'll never be what you want me to be. The whole thing is just a lie.

HELENE
What do you mean? I love you.

BENJAMIN
You don't know me.

Benjamin yanks off the lid of the piano, strips off the frontpiece -- he is taking the old upright apart.

HELENE
(bewildered, hurt)
I can't imagine wh - Is there someone else?

BENJAMIN
I'm the someone else!

HELENE
Then why did you run away??

Frustrated, he jabs his forefingers on the out-of-tune keys --

BENJAMIN (cont'd)
"I want to be happy! But I can't be happy! Till I make you happy too" -- And I can't make you happy! For god's sake, Helene, why don't you leave me?

Helene is shocked: He means this.

HELENE
I won't be that kind of woman.

BENJAMIN
What kind of woman??

HELENE
-- The kind of woman who gets divorced twice!

Her reason sits there, absurdly. She touches him, placating:

HELENE (cont'd)
There's nothing wrong with us, darling. Most people are unhappy from time to time. Every life has its little disappointments.
(smiles through tears)
I try to take the long view.

Benjamin looks at her with a sinking moment of understanding.

BENJAMIN
Are you waiting for me to die?

HELENE
(guiltily)
No. Of course not.

BENJAMIN
Because I'm not going to die. Not for a long time.

He turns back the piano, starts wrenching out dead strings. Helene finally notes her watch --

HELENE
Aren't you going in to work?

BENJAMIN
No.

He continue dismantling the piano; he is going to rebuild it.

HELENE
Oh. I found these in the wastebasket, of all places.

From her robe pocket, his spectacles.

BENJAMIN
Strange.

Benjamin slips them into his pocket, and resumes his work. Helene turns away, sadly.

EXT: THE OLD SHED - HELENE'S BACKYARD. NIGHT.

The shed door is open; inside, a lantern glows. Benjamin plays his old piano, made new. He will play all night.

SEGUE TO:

The PIANO MUSIC carries over and blends with a NEW MUSIC:

EXT: BUTTON HOUSE. **FIVE YEARS LATER. AUTUMN 1941.** DAY.

Scarlet leaves blow. From the Button house, LAUGHTER, and the fresh SOUND of a live trio: piano, tenor sax, bass guitar.

The neighborhood has changed -- brick houses are painted, clapboard houses are clad in asbestos shingles. Downtown Baltimore is visible in the near distance.

YOUNG MEN and YOUNG WOMEN arrive in high spirits. A YOUNG MAN goose-steps, forefinger across his upper lip. A YOUNG WOMAN playfully pushes him. Hitler is not their menace, yet.

INT: BUTTON HOUSE - FRONT PARLOR. AUTUMN 1941. DAY.

On guitar, Ulysses, 33, accompanies a black TENOR SAX SIDEMAN. It is a tea dance -- the rugs are rolled back. Daisy, barely 21, is a startling American beauty. She clowns with her crisp new nurse's cap, flirting with:

Benjamin, on the parlor piano; at 31, Benjamin seems a virile 49, alive with the sensual pleasure of making music. For the first time in his life, Benjamin is truly sexy.

And everywhere that Daisy goes, Benjamin's eyes follow.

LAUGHTER, as Daisy perches her nurse's cap on Benjamin. Benjamin tips his head back, lets the cap slide forward to cover his face as he rocks a wild boogie-woogie. He throws in a musical riff: Daisy, Daisy, tell me your answer true...

Claire, 71, [deaf], frowns as Rebecca, 47, explains loudly:

REBECCA
It's Daisy's cap, from the Academy.
She's going off to be a nurse.

CLAIRE
Heavens, I thought it was an
engagement party. A nurse?
Then - Who is that with her?

Benjamin playfully traps Daisy against the keyboard.

REBECCA
That's cousin Benjamin, Mother.

Rebecca glances over at George Button, 66, and Thomas, 76, in his wheelchair; Thomas' eyes have a senile cast. A puzzled look flickers across Rebecca's face.

REBECCA
Funny. For some reason...I used to think Uncle Thomas and cousin Benjamin were about the same age.

CLAIRE
Oh no, dear. Years apart.

REBECCA
(dismissing it)
I guess when you're younger, everyone seems old to you.

BENJAMIN
(calls)
Richard!

-- Daisy's brother RICHARD, 26, handsome in a RAF uniform, a glass of whiskey in his hand. Richard jokes with brothers TUG and BILL, early 20s; and with Helene, 40.

Benjamin motions as Daisy tries to drag him from the piano --

BENJAMIN
Richard! Your baby sister wants to dance with you!

But instead, Richard takes over the piano with a collegiate boogie-woogie, and Daisy pulls Benjamin onto the dance floor.

Helene joins Claire and Rebecca, lights a cigarette. At 40, her looks have faded slightly, but her elegance remains.

HELENE
Talking to Tug and Bill about the foundry -- the war in Europe has certainly been a boon.

REBECCA
For us, making munitions, yes, but those poor people in Poland...
(despairing, tender)
And of course Dickie has put himself right in the middle of it.

Helene looks Richard over --

HELENE
I must say I like a uniform.

CLAIRE
(bluntly)
Helene, you should have had children.

George Button, overhearing, declares pompously --

GEORGE BUTTON
Helene, you're not still hoping? At forty? Impossible. Biblical.

Female clamor: Uncle George! She's not nearly forty! George Button draws away, disgruntled, and Rebecca whispers:

REBECCA
At least you don't have to be careful anymore.

Small comfort to Helene. Benjamin is having a terrific time dancing a wild Jitterbug with Daisy. Daisy spills flat, laughing, skirt hiked.

Claire frowns uncertainly at Benjamin.

CLAIRE
Who is that with Daisy?

CUT TO:

EXT: BUTTON HOUSE - REAR GARDEN. LATER, EARLY EVENING.

Benjamin says goodbye to Ulysses and the Tenor Sax Player, leaving by the service entrance. With a slap-tickle-clench handshake, Ulysses heads for the back alley --

ULYSSES
See you Tuesday, man.

Benjamin leans against the apple tree, looking at the stars. Leaves blow; sense of melancholy, the season changing. Daisy comes out, wrapped in a baggy old sweater, and sits in the old wooden swing.

DAISY
Helene wants to go home.

In the dusk, Daisy looks womanly, desirable.

BENJAMIN
Little Daisy. Going off to heal the sick and drive men crazy.

Daisy swings her feet up, traps his ankles between her legs. Benjamin grabs a branch overhead for balance.

DAISY
I hear you're on the road a lot.

BENJAMIN
We play a weekend here and there. Can't be away from the office too long.

DAISY
Too bad.

Daisy rocks forward and back, smiling up at him knowingly.

BENJAMIN
Who taught you to flirt?

DAISY
Just one of my natural talents.

Benjamin laughs, tries to step out of her ankle-embrace. Quickly she slides her legs up his, holds him tighter.

DAISY (cont'd)
I told you, you should have waited for me.

BENJAMIN
Aw, Daze, what would you do with a broken-down old guy like me?

DAISY
You're not much older than I am.

In her candid gaze, he sees: Daisy knows. He feels a hot surge of alarm. She lets go, steps out of the swing --

DAISY (cont'd)
Big family secret. What exactly is that stuff you put in your hair?

-- taking a strand between her fingers. He catches her wrist, she is surprised that he is so upset. Their voices low --

BENJAMIN
Who told you?

DAISY
No one. I finally twisted it out of Queenie but that was after I figured it out.

Her face is close, familiar, he can feel her soft breath. This is dangerous. She whispers tenderly --

DAISY (cont'd)
I'm sorry. I know you don't want anyone to know.

HELENE'S VOICE
Benjamin!

-- carrying faintly from the house. Helene's figure is silhouetted in the glow of the rear window. She moves away.

DAISY
She must be blind.

BENJAMIN
People see what they need to see.

DAISY
Not me. I see you.

Their eyes hold for a long moment. As if before a kiss. He hesitates, drawn to her. If he doesn't walk away now...

DAISY
How long are you going to do this?

BENJAMIN
As long as I can, I guess.

HELENE (unseen)
Benjamin!

Benjamin leans down to kiss Daisy's cheek, farewell. She turns her head quickly -- her lips catch his. He jerks back but doesn't move away. As if he might kiss her again.

BENJAMIN
Sly.

He walks away. Daisy calls softly, a promise:

DAISY
' Later, alligator.

CUT TO:

EXT: BALTIMORE DOCKS. **WINTER 1942.** DAY. SLEET.

Sleet blowing. Silently, YOUNG SAILORS file toward a NAVAL DESTROYER docked near Button Iron Shipworks. Sleet obscures the gray ship; only its menacing silhouette can be seen. These boys are going to war.

Segregated from the whites, bringing up the rear, are A FEW BLACK MEN; among them Ulysses, bent under his heavy duffle, trudging glumly through the sleet.

CUT TO:

EXT: BALTIMORE SHANTY TOWN. WINTER. NIGHT. SLEET.

In his suit clothes, coatless, panicked, Benjamin races, feet slipping on the wet pavement. At Queenie's shack, he clangs her rusty cowbell, shouting --

BENJAMIN
Queenie! Queenie!

INT: QUEENIE'S SHACK - ONE ROOM. WINTER. NIGHT. [SLEET].

Queenie laughs a joyful, toothless laugh --

QUEENIE
"You don't know how it happened"?

In the glow of the oil lantern, wrapped in a worn quilt, Queenie looks like a small brown doll with white hair.

QUEENIE (cont'd)
Only one way it do happen. Told you that girl gon' come out all right.

She watches Benjamin pace, pent-up, distraught. She sighs.

QUEENIE (cont'd)
I reckon you want to be shut of it. Well, I'll give you a potion'll take care of it right quick.
(when he shakes his head)
Well, spit it out! You want this youngun or don't you?

BENJAMIN
I want it. I think I do.

QUEENIE
You' scared.

BENJAMIN
I don't want it to be - like me. Nothing like me. I want it to be like Helene, completely.

QUEENIE
(accusing)
That's the only way to do a thing, iddn't it, completely? I don't understand a man do everything by halves. You only 'bout halfways married to that girl. Half the time you only tellin' her half the truth. And you don't halfway know what's going on! You're cut right up the middle -- one leg catting around Harlem, other one planted behind a desk at a foundry that ain't half yours. Now Mr. Halfway wants to be a daddy! But only halfways.

Benjamin is silent, hurt by the truth. Queenie relents.

QUEENIE (cont'd)
I hope before you die, you'll do just one thing full out.

BENJAMIN
I hope so too.

QUEENIE (cont'd)
I'll make up something, leave it on the porch. You put it under the bed.
(ironically)
About halfway.

CUT TO:

EXT: HELENE'S HOUSE - FRONT PORCH. WINTER. EARLY MORNING.

In his robe, Benjamin takes in the paper [WAR HEADLINE], the milk frozen in the bottle -- and pauses. On the frost-rimed porch, a tiny packet: corn husk folded over once, tied with red string. Benjamin quickly pockets it.

LAPSE TO:

INT: HELENE'S HOUSE - BEDROOM. **MONTHS LATER. SUMMER.** DAY.

Nesting frenzy. Helene, hugely pregnant, shoves open the bedroom window to shake a rag rug. [Faintly, the SOUND of Benjamin rehearsing in the backyard shed.] She shoves the broom under the bed -- and knocks out something.

Mystified, Helene unfolds the husk. Dried kernels, teeth, hair, a chicken feather. Spooked, Helene casts about, sees her CAT, who startles away.

HELENE
Mouser! Don't bring these filthy things into the house!

The cat jumps out the window into the backyard. Helene throws the corn husk packet out the window, too. CAMERA follows --

EXT: CLEAR AIR - DAY

Packet unravelling, fluttering apart, spilling its contents. The distant SOUND of INFANTS squalling, continuing over --

INT: DELIVERY ROOM. WOMEN'S HOSPITAL. **SUMMER 1942.** DAY.

Masked face of a MALE DOCTOR suffocatingly close:

MALE DOCTOR
It's big, Mrs. Button. Awfully big. But you won't feel a thing.

In agony, flat on her back, trussed hand and foot to a hospital bed, Helene looks past her huge, squirming belly: hypodermic needle. The NURSE murmurs comfortingly:

O.B. NURSE
We call this "twilight sleep".

BRIEF BLACK OUT

INT: WAITING AREA. WOMEN'S HOSPITAL. SUMMER 1942. DAY.

Shut away in a small smoky room, Benjamin and several young SAILORS and SOLDIERS wait, nervous and bored.

Benjamin seems to be 20 years older than the others; the only civilian, excluded from the conversation: You Air Corps? ... ... Two-day shore leave...Here's one for you, what's two red lights over one white light, coming into port?....

Benjamin studies a macabre poster promoting the War: "TODAY'S BABIES ARE TOMORROW'S SOLDIERS". He stares with increasing tension at: a strangely adult infant in a military hat.

The door opens. An OLD NURSE looks in, glaring.

OLD NURSE
Mr. Button? Benjamin Button.

Benjamin rises, scared. He can't read her stern face. The Old Nurse fixes him with a hard stare.

OLD NURSE
It's a boy.

A murmur of congratulations. But Benjamin hesitates --

BENJAMIN
Is it - a baby?

OLD NURSE
(enunciates, annoyed)
Yes. It's a baby boy.

BENJAMIN
A baby. It's a baby! It's a baby!
A baby!...

-- Leaping about with increasing exuberance, as the other fathers look at him curiously.

CUT TO:

INT: HOSPITAL DELIVERY ROOM. BRIGHT NIGHTMARE LIGHTS.

A NEWBORN BABY'S BOTTOM, streaked with blood and vernix, is yanked upside down INTO VIEW. A huge ADULT HAND smacks it. The BABY HOWLS upside down, its face a mask of fury --

INT: HELENE'S HOUSE - LIVING ROOM. A FEW DAYS LATER. DAY.

Still howling, BABY JAMES is handed from female to female, as Rebecca and SEVERAL FEMALE FRIENDS gather around, each having a turn with the baby: He doesn't look a thing like his daddy...Doesn't he look exactly like Helene!...Completely!

Excluded from the circle of women, Benjamin can see past them to glimpse his son's tiny balled fists, his reddened cheek.

At last it would seem to be Benjamin's turn to hold the baby. He moves toward the circle --

But Helene takes the baby, and the IRISH NURSEMAID hustles mother and child into the mysterious nursery. Helene coos to her baby as the door firmly shuts --

HELENE
Mommy loves you. Mommy loves you.

Painted on the nursery door: QUIET.

CUT TO:

INT: HELENE'S HOUSE. BABY'S ROOM. NIGHT. [RAIN OUTSIDE]

Silence. Benjamin listens at the door marked "Quiet". He tiptoes in. The nightlight glows blue-violet. In the beribboned basinette, BABY JAMES slumbers evenly.

Benjamin leans over his son and looks at him with wonder. James is so fat, so pink, so normal. Tenderly Benjamin takes his son's tiny little hand --

The Baby screams, his face turning dusky with the extraordinary effort. Alarmed, Benjamin tries helplessly to shush him. The Irish Nursemaid rushes in, shoulders Benjamin aside --

BENJAMIN
I was just looking at him.

IRISH NURSEMAID
Well, don't! Breathin' your dirty germs on him...!

Helene comes in groggily --

HELENE
Honestly, Benjamin. Nana just got him down.

Helene goes back to bed. The Irish Nursemaid tucks James in, comforting him. Benjamin cranes to see past her as:

IRISH NURSEMAID (unseen)
Did that big bad Da-Da frighten our little man...
(she turns to shoo Benjamin off)
I've got him, Mister Button.

CUT TO:

EXT: BUTTON HOUSE. **TWO YEARS LATER. WINTER 1943.** DAY.

On the front door is a black and purple wreath, with a piece of red-white-and-blue ribbon.

INT: BUTTON HOUSE - FRONT PARLOR/FOYER. WINTER 1943. DAY.

Subdued hum of family VOICES, atmosphere of grief. On the piano, a medal is draped over a tinted photograph of Richard in uniform.

Red-eyed, Rebecca clutches a folded American flag to her bosom, as the NEW MINISTER whispers to her. Her husband Randolph, remote in his grief, sits by himself, reading a Bible.

Preoccupied, Benjamin walks to the rear parlor --

INT: BUTTON HOUSE - REAR PARLOR. WINTER. DAY.

The radio is on: War news. Tug and Bill and another brother RANDY, in mourning, talk together in low, impassioned voices.

Across the room, Helene and Tug's Wife [pregnant] murmur quietly with Alfred [36, thinning hair], a recovering alcoholic who drinks cup after cup of black coffee.

JAMES, almost 2, clings to Helene's knee, sucking his thumb. He looks exactly like his mother. He ignores Benjamin.

BENJAMIN
Let's go see Cousin Thomas. James. Come here, fella.
(barely audible)
Let's go see Grandpa.

James hides his face, whimpers. Helene glances up --

HELENE
Oh, leave him alone.

-- and goes back to her conversation. Frustrated, Benjamin withdraws.

INT: BUTTON HOUSE - ATTIC ROOMS. SAME DAY.

Thomas is a childlike wraith, his mind half-gone. Benjamin spoons pudding into his father's mouth.

THOMAS BUTTON
I used to do this for you.

BENJAMIN
No, you didn't.

THOMAS BUTTON
You don't remember.

Benjamin sighs, annoyed that his father can revise so easily.

BENJAMIN
Uremiah and Queenie took care of me.

THOMAS BUTTON
Father died before you were born.
And then I lost Miriam...

BENJAMIN
Grandfather died when I was twelve.

THOMAS BUTTON
(moment of clarity)
Oh, that's right. But he was gone from me long before that.
(suddenly emotional)
What sort of father doesn't speak to his son?

Moved, Benjamin watches him, knowing that his own pain with Thomas will never be resolved. Benjamin kisses his father's forehead, and whispers:

BENJAMIN
Father. I'm going to enlist.

Thomas doesn't seem to hear. His shoulders shake silently, as he grieves for himself.

DIRECT CUT TO:

INT: ARMY HOSPITAL - LONDON. **WINTER 1944.** NIGHT.

CLOSE ON A BLACK TRUMPET PLAYER IN MILITARY UNIFORM

He blasts a straight "Reveille" for several bars, then slides on up the scale into the pure ether of jazz, notes bending like crazy, like nothing, like magic --

The ORCHESTRA [some civilians, some military] joins in. BENNY GOODMAN waves his clarinet in a relaxed fashion, leading them. Outside, the RUMBLE of distant shelling.

A gorgeous BLONDE steps up, to resounding wolf whistles.

GORGEOUS BLONDE
Are we gonna let anybody spoil our fun?

The crowd of WOUNDED YOUNG MEN responds:

YOUNG MEN
Hell no!

The piano breaks into a parody of a German march. A SOLDIER swoops a tomato-can "spotlight" across the makeshift stage:

"HITLER" goose-steps out, holding a black comb under his nose. Seig Heil! A mud pie splats "Hitler" square in the face. Thunderous LAUGHTER. Grinning, the PIANIST tinkles a comical cartoon punctuation.

It is Benjamin, younger, in a uniform and military haircut. His hair is dark, his jaw firm. He waits for Benny Goodman, then swings into **"Goody Goody"**, with the orchestra. The Gorgeous Blonde belts out:

GORGEOUS BLONDE
"So you met someone who set you back on your heels..."

INT: ARMY HOSPITAL - OPEN WARD. NIGHT. SAME TIME.

Hieronymus Bosch scene. Grotesquely wounded MEN everywhere. Groans, curses, whispered prayers. A BLONDE NURSE with a sweeping peacock feather tucked in her cap moves among the men [we do not see her face]. A WOUNDED AMERICAN calls --

WOUNDED AMERICAN
Pocahantas. Heard about you, Pocahantas.

The Blonde Nurse blows a kiss. The men murmur "Pocahantas" as she passes; the name is a charm. She wheels a BLIND SOLDIER toward the sound of the orchestra: **"So you lie awake just singing the blues all night, Goody Goody..."**

INT: ARMY HOSPITAL - LONDON. ORCHESTRA ROOM. NIGHT.

As he plays, Benjamin's gaze travels over the audience of wounded soldiers, and abruptly stops on --

BENJAMIN'S POV - THE BLONDE NURSE IN THE BACK OF THE ROOM

The Blonde Nurse is Daisy, 25, a peacock feather trailing from her cap. Daisy settles the Blind Soldier, and hurries after ANOTHER NURSE who beckons.

Benjamin quickly brings his attention back to the music -- almost missed his cue.

INT: ARMY HOSPITAL - OPEN WARD. **LATER.** NIGHT.

The music is over. Daisy glides among the groaning men. Her intent face masks what she feels as she moves competently through the ward. Clear and familiar --

BENJAMIN (unseen)
Daisy.

Daisy quickly turns, almost afraid. Who knows me?

She sees him standing, a soldier in a clean, pressed uniform. Benjamin could be a suitor with his dark hair, a tissue-paper rose in his hand.

Daisy moves toward him, puzzled. As she begins to recognize him, she is transformed with joy. But by the time she reaches him, her smile crumples into tears.

Daisy sobs as Benjamin's arms go around her.

CUT TO:

INT: TINY BASEMENT ROOM. RED CROSS BARRACKS. LONDON. NIGHT.

Black-out curtain, dank stone walls, a single candle. Two Army cots. On one, the sleeping form of a NURSE; on the other, Benjamin and Daisy, sitting in intimate conversation. Daisy produces a nearly-empty flask of brandy, whispering --

DAISY
Cognac.
(in heavy French, mocking)
Souvenir du France. Not that there's much I'd want to remember.

Benjamin warms the flask over the candle flame, and pours the precious drops into a cup, to share.

DAISY
I - hear that Cousin Thomas passed away. I'm sorry.

BENJAMIN
(avoiding the subject)
Tell me about France.

DAISY
(shrugs, with bravado)
Oh. Wasn't much. We moved around all the time. Bivouac all night. Dawn, run like crazy, set up the tents for surgery.
(laughs)
They didn't really cover that in nursing school. Pitching tents. Opening up bodies on a dirt floor. They don't teach that.

She falls silent, her bravado strangely shaken. Benjamin, needing to touch her, strokes instead her discarded cap.

BENJAMIN
Who gave you the feather?

DAISY
Jealous? Good.
(quick smile)
We ran into a priest at this church we used, quarter-mile from the front. He kept peacocks.

BENJAMIN
Priest, huh?

DAISY
It was funny, that place. You'd be down wrestling a tourniquet on some kid, and these peacocks would just stroll past. Right between the stretchers. Like they were immortal.
(odd pause)

BENJAMIN
What happened?

DAISY
We ate them. It was Christmas and...we ate 'em.
(then)
It isn't like Baltimore here. Or anyplace else. You have to sort of make yourself up as you go along.

BENJAMIN
Pocahantas.

Their eyes connect. Her eyes are older now, knowing.

DAISY
You know. You've been doing it for years.
(after a moment)
How does it feel, going backwards?

BENJAMIN
Compared to what?
(laughs)
Kind of lonely. I guess.

DAISY
You get that going forwards, too.

They look at each other. This moment was Fated:

Benjamin kisses Daisy, a slow, tender kiss that unlocks their twin hearts; setting free something long suppressed, as binding as a natural force: Daisy and Benjamin belong to each other.

Tears stream down Daisy's face. Benjamin kisses them away, murmuring Shhhh. They are very quiet as they make love. The sleeping nurse never stirs.

LAPSE TO:

INT: TINY BASEMENT ROOM. RED CROSS BARRACKS. DAWN.

The candle has burned out. A corona of weak light edges the blackout curtain. Benjamin lies with Daisy asleep in his arms, her bare skin warm against his. In his hoarse whisper-voice, he sings the jazz notes that drift into his mind.

Nothing will ever be the same again.

CUT TO:

EXT: BOMBED PUB - LONDON. **APRIL 1945.** SUNSET/NIGHT.

Pearlescent pink light glazes the rubble of bombed-out buildings. Stonehenge. The Acropolis. Jazz floats on the violet dusk, evoking primitive magic. Benny Goodman and a sextet of American soldiers (including Benjamin) play a farewell concert in the shell of a bombed pub.

Germany has surrendered. In the muddy street, hundreds are gathered to listen: AMERICAN G.I.s, BRITISH SOLDIERS and CIVILIANS, YOUNG BRITS starved for music, a BLACK G.I and his pregnant WHITE GIRLFRIEND.

Daisy is there, watching Benjamin with unguarded feeling.

Flashlights appear among the crowd, their wavering beams dancing like fairy lights over the band. Benny Goodman steps into the shimmering concentration of tiny lights.

BENNY GOODMAN
Goodbye. Thank you. Thank you.

Under the APPLAUSE swells another sound, a long sorrowful note, Noooooo. Benjamin touches the piano keys: Should auld acquaintance be forgot... Benny Goodman lifts his clarinet and joins Benjamin. The rest of the musicians follow. The sweet sorrowful notes of **"Auld Lang Syne"** float to the stars.

CUT TO:

INT: VICTORIA STATION - LONDON. EARLY MORNING.

In the vaulted cavern of the station, AMERICAN SERVICE MEN and WOMEN swarm, embracing LOVERS, boarding the jammed trains.

Daisy and Benjamin hold each other desperately, delaying their goodbye. Daisy has been crying for hours.

BENJAMIN
I'll write you every minute, I promise, and then you'll be home, it won't be long --

Daisy shakes her head miserably, No --

BENJAMIN (cont'd)
Daisy, I'll make it right, I'll fix everything.

The train begins to move, slowly gathering momentum --

DAISY
You'll never leave her - you're too decent.

He kisses her. She breaks away --

DAISY (cont'd)
It doesn't matter anyway, because I don't love you.

She kisses him. Daisy breaks away --

DAISY (cont'd)
I'm not going home. If you want me, you have to come back.

BENJAMIN
You know I can't -- There's James, and -- Daisy, I promise I'll take care of it, somehow. Come home --!

He must step onto the train, but still their hands cling --

DAISY
No, let's leave it like this.

As the train pulls away, their hands part --

BENJAMIN
I'll see you at home!

But Daisy shakes her head stubbornly, tears brimming. Benjamin is carried away from her.

His last sight of her:

Devastated, Daisy steadies herself against a grimy pillar, and watches the train go away. In an almost defiant gesture, she wipes her eyes with a sooty hand, and turns away.

CUT TO:

Overlap of John Phillips Sousa, played by a military band....

EXT: NAVY SHIP/ GANGWAY - BALTIMORE DOCKS. **JUNE, 1945.** DAY.

The dock is crowded with WIVES and CHILDREN. A MILITARY BAND welcomes the ship home with stirring martial music. Battle of the Bands: On the bridge, the returning soldiers in Benjamin's band play the same piece, Swing-Style.

As his ship is tugged into port, Benjamin sees from the deck:

POV - EXT: DOCK. BUTTON IRONWORKS. DAY.

"Button Iron Industries", a new sign proclaims sternly. Around the original foundry, corrugated metal buildings sprawl, surrounded by barbed wire and GUARDS with dogs.

EXT: GANGWAY/BALTIMORE DOCK. DAY.

A crush of SOLDIERS and SAILORS, SWEETHEARTS and FAMILIES. WOUNDED VETERANS with empty sleeves and trouser legs pinned up. COFFINS are unloaded, stacked like firewood.

Helene, 45, still a beauty but graying, careworn, scans the crowd. James, 3, is prim in a sailor suit. Helene looks right at Benjamin and passes on, searching for her husband.

Benjamin walks toward her. Slowly her eyes come back to him, with an expression of confusion and wonder. Benjamin takes off his hat. His hair is dark, his face smooth and firm.

For the first time, Benjamin looks younger than Helene.

Helene's mouth opens in the word: What? She glances around almost desperately for her real husband, as this imposter continues his approach.

BENJAMIN
Helene.

She resists his embrace, backs away to stare at him, stunned. Benjamin crouches to gaze at James.

BENJAMIN
Hi. I'm your daddy. Hi.

James buries his face in Helene's skirt. Benjamin stands up and meets Helen's expression of anger and disbelief.

HELENE
What have you done to yourself??

CUT TO:

INT: HELENE'S HOUSE - KITCHEN/BASEMENT STAIRS. AFTERNOON.

PISTOL SHOTS and GALLOPING HOOVES on a distant radio. James, in his felt cowboy hat, listens through the door crack as his parents argue savagely:

INT: HELENE'S HOUSE - KITCHEN. AFTERNOON.

HELENE
You weren't doing this all along!
Don't you see how insulting that is,
don't you think I'd have noticed??

BENJAMIN
You didn't notice!

A bitter pause. Helene pours herself a straight bourbon.

HELENE
I know what happened over there.

BENJAMIN
Helene, there wasn't any "special Swiss clinic" --

HELENE
You fell in love, didn't you?

His silence confirms it.

HELENE (cont'd)
She was young, and she wouldn't sleep with you because you were so old and ugly! So you had a miracle operation. From one of those European doctors!

BENJAMIN
This is what you believe??

HELENE
(scathing)
Well, I certainly don't believe you came out of your mother's womb an old man and you're aging backward!

Benjamin grabs a photo from the shelf: Benjamin holding his squalling infant son. Casting about helplessly --

BENJAMIN
Where is our wedding photograph?

HELENE
I sent it out to - to be reframed.

Flushed with guilt, she twists her wedding ring -- Helene is lying. They look at each other in an odd stand-off.

HELENE (cont'd)
Why do you care?

BENJAMIN
You'll see, when it comes back.

Helene looks at him bitterly, mourning her own youth.

HELENE
You have no dignity.
(stalks out, calling)
Jamesie! Wash your face! We're going over to Uncle Alfred's!

Alone, Benjamin puts his head in his hands. When he lifts his face, he is --

STRANGE CUT TO:

INT: PLUSH BLACK CAR - MOVING. SAME DAY, LATE DAY.

-- riding beside a CHAUFFEUR in a plush black car. Behind him, Helene holds James in the back seat. Benjamin tugs at his collar, he can't breathe. No window crank. He yanks a handle, and the door swings open. The car brakes abruptly.

POV FROM BENJAMIN'S DOOR - EXT: BUTTON INDUSTRIES. LATE DAY

GUARDS DOGS lunge at the fence, barking insanely. A sulphuric haze hangs over the sprawl of ominous buildings. Furnaces pound, distant as a heartbeat.

Alfred, 38, looms -- he is jovial, heavy-set, a Good Ole Boy capitalist smug with success. He slides into the back seat --

ALFRED JR
You look good, ol' pal!

As the car glides off silently --

ALFRED JR (cont'd)
What do you think of my baby, huh?
(stroking car seat)
You can't get this. Manufactured in Detroit, limited production.
(conspiratorial laugh)
Strictly "government" use.

BENJAMIN
What do you do for tires and gasoline, print your own ration books?

Helene and Alfred laugh at his patriotic outrage.

ALFRED JR
You'll find that we've got good friends in the War Department, Ben. How do you think we took back Europe? We dropped a helluva lot of Button iron square on their heads!

Benjamin pulls at the door, looking for a window crank.

ALFRED JR
Need some air?

Little James presses a switch. Benjamin's window silently rolls down, and then back up again. Benjamin tries to stop it with his fingers.

ABRUPTLY TO:

INT: BUTTON HOUSE - FRONT PARLOR. NIGHT.

Radio playing creamy big band dance tunes. Drooping banner: WELCOME HOME. The parlor has been made over, with glamorous modern furniture, wall-to-wall carpets, dark 40s-style portraits of Rebecca and the Daughters-In-Law. The piano (no longer played) is draped in a vivid Chinese scarf.

Benjamin's forehead is beaded with perspiration. He feels disconnected, jarred. He doesn't know these well-bred WIVES chatting with Helene and Claire -- No, that's Rebecca, now 51. Claire is dead. Rebecca's husband Randolph, 60, dozes in a chair, with little James cuddled sleeping in his lap.

Alfred puts a chummy arm around Benjamin's shoulder --

ALFRED JR
Watch this, watch this.

Tug holds up a hard gray chip that looks like glass. Alfred flicks a gold lighter, holds the flame to the plastic chip.

TUG
It's not glass. It's not celluloid.
This is science.

Dreamily, horribly, the plastic bends, melts. Tug plucks out a hair-like wisp of plastic --

TUG (cont'd)
You weave these fibers together, and
the material is stronger than
leather. It won't deteriorate. Ever.

Alfred presses his gold lighter into Benjamin's hand, a gift.

ALFRED JR
Lot of money to be made, huh, Ben?

Alfred's eyes meet Helene's, briefly; a signal? An ethereal sound distracts Benjamin: Rebecca runs her finger around the

rim of her glass. Alfred and Helene's shadows move off, disappear.

REBECCA
Wasn't it strange about Daisy? Your running into each other. How is she? We haven't heard from her in months...

On the piano is a bundle of peacock feathers, and a PHOTOGRAPH of Daisy.

REBECCA (cont'd)
She didn't turn out at all, did she? None of us know what to make of her. She says she's never coming home.

-- unaware of the pain she sends through Benjamin's heart. Benjamin glances away, seeing something in his mind's eye: Helene and Alfred's shadows move off into the foyer, together.

REBECCA (cont'd)
...How was London? Were you there during the Blitz?

INT: BUTTON HOUSE - HALLWAY. NIGHT.

Benjamin walks quietly, curiously, stalking Helene and Aflred. No one in the rear parlor. Faint sound of -- whispering?

INT: BUTTON HOUSE - KITCHEN. NIGHT.

No one here. Ghosts. The tap drips. Soundlessly Benjamin goes up the back stairs, his old hiding place.

INT: BUTTON HOUSE - STAIRCASE. NIGHT.

Benjamin sits in the shadows, a child again. He hears Helene's muffled voice, but cannot make out words. Then:

POV - INT: BUTTON HOUSE - HALLWAY BELOW STAIRS. NIGHT.

Alfred and Helene emerge from a bedroom. They listen. Whisper: You go first. Helene smiles at Alfred, gives him a proprietary push: Go on. Alfred tiptoes off, exaggerated.

Helene waits, with Benjamin watching above her, unseen. She adjusts her dress buttons, earrings, hair. After a decent interval, Helene goes downstairs.

Benjamin's heart hammers, **building to a crescendo, over --**

CUT TO:

EXT: HELENE'S BACKYARD / INT: SHED. NIGHT. HEAT LIGHTNING.

Trees shudder in the wind, leaves rattle like snakes. Rumbling thunder, flashes of Halloween light low in the ink-black sky.

The shed door is open, kerosene lamp shaking as Benjamin stands over the old piano, pounding drunken, distorted chords that buzz against the warped soundboard. A bottle topples, smashes.

Benjamin can no longer breathe. Grasping his chest, he floods with memory: Thomas collapsing at the foundry.

Something out there in the dark --

POV - THE BACK YARD. NIGHT.

Queenie. Her face small and brown as a shriveled apple, her quilt half-wrapped about her, dragging in the damp grass --

QUEENIE
You'll wake the dead, Benjamin.

-- gliding into the light, regal.

QUEENIE (cont'd)
' Heard you come home dis mornin',
and I waited 'long as I could. You
was too late.

BENJAMIN
(gasping for life)
I'm sorry, Queenie.

QUEENIE
You lookin' sorry.

He is hunched over, struggling to breathe. Queenie places a stark hand on his back, the other on his chest.

QUEENIE (cont'd)
You got heartache sure enough.

BENJAMIN
...Can't breathe.

QUEENIE
Yeah, you drowning, and you ain't got sense enough t' save your own life! That mirror say, "Benjamin, why you near 'bout a young man now!" Fool! Your days are as numbered as the hairs on your head.

With an aspirant cough, Benjamin sucks in with all his might.

BENJAMIN
But...I know what I have to do.

QUEENIE
Well, it's about damn time. Mister Halfway. Mister - *Only* Halfway.

She strokes him, mothering. Slowly his breath is restored. She moves toward the door -- the wind rises -- glancing back with a mischievous, toothless grin.

QUEENIE (cont'd)
Don't mess up, now. Here - Take that with you.

The piano explodes into a ragged, jubilant tune, her final gift. He stares at the jumping keys, whirls to look --

Queenie is gone, her quilt collapsed on the grass, like an empty skin. He bolts outside --

BENJAMIN
Queenie!

Rain sweeps in, clattering on the shed roof. Benjamin calls into the windy darkness, but Queenie has vanished forever. He gathers up her quilt and lifts his face to receive the rain's gentle benediction.

Mozart Sonata in C Major, as if played by a child, over:

INT: HELENE'S HOUSE - BEDROOM. DAWN. [EXT: RAIN]

Hat on head, Benjamin kisses his sleeping wife.

INT: HELENE'S HOUSE - JAMES' BEDROOM. DAWN. [EXT: RAIN]

Suitcase at his feet, Benjamin sits on James' bed, memorizing James' slumbering face. He whispers:

BENJAMIN
James?
(kisses him)
Sorry, kiddo. You won't remember me, but I love you. Full out.

Benjamin picks up his suitcase. One last look. He wrenches himself away. James opens his eyes -- he is awake, feigning sleep.

EXT: HELENE'S HOUSE - FRONT WALK. WET DAWN.

Benjamin steps over the milk bottles, speckled with rain, and silently closes the door behind him.

POV FROM WINDOW - EXT: HELENE'S FRONT WALK. WET DAWN.

From his window, James quizzically watches Benjamin walk away, suitcase in hand, his shadow slanting long in the early morning light.

CUT TO:

Plaintive jazz rendering of Queenie's song, OVER:

EXT: BOMBED CITY STREET - LONDON. **AUTUMN 1946.** DAY.

Benjamin walks along a bombed street. Among the ruined buildings, OLD MEN scavenge building materials, timbers, panes of glass. Laundry hangs from the wreckage: People live here.

A crew of WOMEN shovel dirt into craters in the road; a YOUNG BOY stirs a bucket of hot tar. They are repaving the street. Blonde hair catches Benjamin's his eye --

The SLIM WOMAN glances up wearily. Under her soiled cap, her haggard face is not Daisy's.

INT: RED CROSS CLINIC - LONDON. AUTUMN 1946. DAY.

In a room filled with SICK and ELDERLY, Benjamin inquires at the desk. The NURSE shakes her head: No Daisy here.

EXT: LONDON STREET. AUTUMN 1946. NIGHT. [RAIN.]

Hurrying through the rain, suitcase in hand, Benjamin glances to his left to cross the street, forgetting that the traffic moves from his right --

SUDDEN POV - EXT: STREET - LONDON BUS. NIGHT. [RAIN.]

A bus bears down, narrowly misses Benjamin. Fleeting glimpse:

In the window of the passing bus, a YOUNG BLONDE WOMAN is turned slightly away. She looks like Daisy.

Benjamin stares after the bus, then races down the slick street after it.

At a corner, the bus slows to turn. Benjamin grabs the side of the bus, beats on the window. The YOUNG BLONDE WOMAN glances up, startled.

Not Daisy. Nothing like Daisy,

The bus drives on. Heartsick, Benjamin stands in the rain.

CUT TO:

INT: HOTEL CONVERTED TO RED CROSS - PARIS. WINTER 1946. DAY.

The lobby is jammed with PEOPLE, babbling in French, Polish, Dutch; clutching documents, photos. Benjamin's American voice, cuts through the jabber, impatiently:

BENJAMIN (**voice**)
She worked at the American Hospital here, in Paris.

Benjamin, unshaven and exhausted, leans over the front desk. The FRENCH OFFICIAL interrupts with a rude stream of French, waving him away.

BENJAMIN (cont'd)
No, she worked there...She wasn't a patient, you stupid...

FRENCHMAN
-- *Photo! Do you have a photograph?*

BENJAMIN
No, I don't have a picture of her -!

A harried MATRON takes over, in accented English --

FRENCH MATRON
What is her description. Height, hair color...

BENJAMIN
(relieved)
She stands about so high --
(measures on his chest)
Blonde hair - Not blonde blonde.
Not Betty Grable.

FRENCH MATRON
(to the Official, in French)
Everybody's girlfriend looks like Betty Grable, eh?

PEOPLE around them laugh, drowning his protest --

BENJAMIN
I said, She doesn't look like Betty Grable --!

FRENCH MATRON
Eyes?

BENJAMIN
Blue green.
(leans in close to show her)
With little patterns in her irises, like pieces of broken china.

FRENCH MATRON
And a mouth like a rose, no?

More laughter. Benjamin flushes, annoyed.

EXT: HOTEL CONVERTED TO RED CROSS - PARIS. WINTER 1946. DAY.

Discouraged, Benjamin emerges into the cold wind. On the bench an OLD POLISH MAN clutches a cameo photo of a long-ago YOUNG WOMAN. He has given up. At the corner, Benjamin glances back. The old man sits, unmoving, as if he will wait forever.

EXT: ANOTHER PARIS STREET. COLD EVENING.

ALGERIANS cook on tiny street grills, selling exotic foods to the PASSERSBY. Benjamin, unshaven and weary, looks at the food hungrily. He walks on.

POV - EXT: STREET NEAR METRO ENTRANCE. COLD EVENING.

Above the hurrying CROWD, a peacock feather curls out of clever green felt hat, on a blonde head.

Benjamin stares. The peacock feather bobs along, moving away from Benjamin, down the Metro steps. Benjamin shoves through the crowd, down the stairs, following the graceful feather.

INT: METRO STATION - UNDERGROUND

Benjamin casts about the crowded platform -- No feather. He runs alongside the train, looking into the lighted windows. Then he sees her:

POV - THROUGH THE TRAIN WINDOWS, ON THE OPPOSITE PLATFORM

On the opposite platform, the BLONDE WOMAN in the peacock hat reads a newspaper, her face obscured. RUMBLE of a new train. She lowers the newspaper, revealing her face --

The OPPOSITE TRAIN roars in, obliterating Benjamin's view. He runs for the tunnel that will lead him to the other platform.

Races down the tunnel --

Up the stairs --

ON THE OPPOSITE PLATFORM

The TRAIN moves rapidly away. Inside, Benjamin glimpses a peacock feather, blonde hair, a young woman's face turning toward the window. Is she Daisy?

The train blurs and is gone.

Benjamin goes to the map, frantically, traces the number of the train to: LES HALLES.

EXT: LES HALLES - PARIS. WINTER 1946. NIGHT.

Demi-monde joints with filthy windows, dirty cobblestoned streets. SAILORS fight at the entrance of a bar. An unsavory COUPLE argues, the man insisting, the woman refusing.

Suitcase in hand, Benjamin turns down an alley.

EXT: ALLEY IN LES HALLES. NIGHT.

DRUNKS gather around a little trash fire; OTHERS sleep in the shadows. Disheartened and exhausted, Benjamin sinks to the pavement and leans against the alley wall:

POV - FURTHER DOWN THE ALLEY, BEHIND A BAR

Among garbage cans and broken bottles, an old upright piano has been discarded. The ebony front is smashed, a leg sawed off.

Benjamin goes to the piano and touches a key gently. He pulls off the broken frontpiece, to expose the strings and hammers. He plays a loose scale: A few strings are missing.

Benjamin drags up a crate and begins to play, avoiding the missing notes: **Queenie's theme**, spare and emotional. Hunger and cold are nothing now. Benjamin has been starved for music.

A rough BARKEEPER comes out, yelling incomprehensibly --

BARKEEPER
Get out of here, get lost --!

-- pushing Benjamin off his crate. Benjamin stubbornly keeps playing. To make his point, Barkeeper slams the keyboard shut, almost smashing Benjamin's hands.

Enraged, Benjamin seizes the man and throws him to the stone ground. He rips the keyboard cover off the piano and throws that, too -- but the Barkeeper rolls out of the way, and the wood crashes to the cobblestones, narrowly missing the man.

Benjamin starts for him again, but the Barkeeper gestures frantically --

BARKEEPER
No - no - I'm sorry, a misunderstanding --

-- motioning, Play it, be my guest. Benjamin does not believe him, but the Barkeeper keeps gesturing, Go on, play.

Finally, Benjamin retrieves his crate, and sits. He begins to play again. The Barkeeper leans against the wall, listening to this haunting music, mystified.

Queenie's theme continues, gradually giving way to STREET NOISE, VOICES...

FADE TO:

EXT: PARIS, LEFT BANK - STREETS. **SPRING, 1950.** DAY.

Paris is alive. In the cafes are POETS reading, RADICALS pushing newspapers, a BRAZILIAN CHANTEUSE, Man Ray photographs on display. Parisian CHILDREN hurry home from school. A SHOPKEEPER puts out a basket of mirabelles; a BAKERY BOY on a

bicycle miraculously balances a confection in one hand, avoiding the KNIFE-MAN in the street, who sharpens knives on a grindwheel for HOUSEWIVES. Under their feet:

Bebop bass thumps out of a sidewalk grate, beckoning. Under a stoop, an unlit neon sign: Le Hot.

INT: PARISIAN JAZZ CLUB "LE HOT". 1950. DAY.

Murky afternoon light. A few French working-class PATRONS at the bar. American VOICES, laughter interspersed with bursts of music: rehearsal in progress. Surrounded by empty tables, four young black MUSICIANS banter playfully:

LESTER [beret, goatee, smoking reefer] on bass, CLARENCE on sax and clarinet, DOOGIE on drums; CRAWFORD on trumpet, impatient, sullen, charismatic.

LESTER
...saw her at the Apollo. That was the moment. For me. Nonpareil.

CLARENCE
Carnegie Hall. She is hot.

COLEMAN
Was.

LESTER
Dazzling.

DOOGIE
For a junkie.

CLARENCE
You got room to talk.

Crawford paces, eye on the door: They are waiting for her.

DOOGIE
Give her a little Basin Street.

Joking, he sets up a Dixieland jazz beat. **The piano joins in, Dixieland: "Somebody loves me, I wonder who..."** That's Benjamin back there -- 40, handsome and relaxed, hair longish, smoking a cigarillo. He has the contemplative manner of a man who has accepted a great loss. By comparison, these arrogant young musicians seem lightweight.

CLARENCE
She's not into that riverboat shit. 52nd Street! Artie Shaw, man!

Benjamin rolls out an Artie Shaw riff, and they pick up on it; smooth, melodic, very white. They break up laughing.

LESTER
Yeah, she'll feel right at home.

JEAN-JACQUES, club owner [40, Gallic face], calls, joking:

JEAN-JACQUES
No, she will be afraid I ask to see her cabaret license!

CRAWFORD
(sullen)
We don't cut our sound to fit hers.

Benjamin keeps rolling, playing **"Somebody Loves Me" in ragtime, stride, boogie-woogie, blues, chopping up again for stomps, smoothing into swing; the whole scope of the history of jazz, in brilliant mastery.** Doogie and Lester are digging on it, they don't even know how to join in. Lester breathes:

LESTER
Man, he can do it all, the whole damn century...

Crawford, jealous, suddenly blows a Kingdom-Come blast on his trumpet, to stop Benjamin.

CRAWFORD
She's late. Let's do one.

He turns his back. Silence. They begin. It is be-bop: spontaneous, emotional, abstract; the piano distilled and the saxophone ornate, overdressing the skeletal frame of an almost absent melody. Benjamin comes in here, comes in there, supportively. Crawford abruptly stops.

CRAWFORD (cont'd)
I hear Mies Van Der Rohe over there. What are you constructing, Mister Architect?

BENJAMIN
Just laying something down, Crawford.

CRAWFORD
And very neatly, too. This comes of playing written arrangements for white clarinetist band leaders.

LESTER
...ooh, he's mean.

CRAWFORD
Your approach makes me wonder if you have been rehearsing without us. Alone in your room.

He does not see a light-skinned black woman shyly coming toward him. Dark glasses, fur coat, uneven walk.

CRAWFORD (cont'd)
You play with me, you rehearse on the band stand. Preferably before a paying audience --

-- and sweeps his pontificating hand toward the empty chairs, striking the slight woman in the face. She barely flinches. With dignity she removes her dark glasses.

Benjamin stares: it is Billie, 35, her looks destroyed by years of morphine addiction. Crawford is too stunned to apologize. Benjamin rises protectively --

Jean-Jacques gets there first; in French: Get a chair, quickly, quickly, for the Lady. Rapidly introducing himself:

JEAN-JACQUES
Oh, a great great honor. I have everything you have ever recorded.

BILLIE
(dryly)
Oh no.

Nervous laughter. They are awed, don't want to be.

JEAN-JACQUES
And tomorrow you go to Copenhagen?

BILLIE
For three weeks. I like to work.

Meaning: I don't work much. As he helps Billie onto the dais:

LESTER
Sorry about your troubles.

Billie ignores this, looks around for the piano player.

BILLIE
There you are. You're the little light I follow.

Benjamin is pleased to be singled out, he has such affection for her, for his memories of her.

BENJAMIN
Do you remember me? From Baltimore. Brother Ulysses and me...? I saw you open at Dean's in New York.

Lester and Clarence do a double-take: He saw her open at Dean's?? Unbelievably cool. That was before history.

BILLIE
Dean's...my. I do...remember.

She doesn't remember him, of course -- Benjamin is decades younger now. She seems frail, uncertain, vague.

BILLIE (cont'd)
Baltimore boy, what brings you here?

BENJAMIN
Came back after the war. To find someone.

BILLIE
Did you find her?

He shakes his head. Billie squeezes his hand sympathetically.

BILLIE (cont'd)
People sure don't stick around. You go on, find someone else.

She turns to meet Crawford's sharp eyes. His opinion of her is on his face: Your days are over.

BILLIE (cont'd)
Let's do a little something of Mr. Ellington's.

Crawford turns his back. Rebuffed, Billie looks at Benjamin. Benjamin winks -- that is Crawford's signal to begin.

Benjamin plays the opening notes of **"Sophisticated Lady"** and immediately departs into the group's abstract weavings. Billie comes in, her timing faultless.

BILLIE
"They say into your early life romance came/In this heart of yours burned a flame..."

Benjamin keeps dropping in touchstones of melody to mark

Billie's way in the wilderness of bebop. Her roughened voice is still exquisitely expressive. **"With disillusion deep in your eyes, you learned that fools in love soon grow wise"** -- her haggard face a tragic counterpoint.

Crawford lowers his trumpet and listens, moved. Billie hesitates, but Benjamin is right there, turning that hesitation into an emotional pause.

BILLIE
"Sophisticated lady, I know/ You miss the love you lost long ago, and when nobody is nigh, you cry."

Her eyes brim with unshed tears. Then Jean-Jacques applauds, and the French patrons at the bar too; and the musicians, even Crawford. Billie looks at Benjamin with gratitude and respect.

Benjamin salaams: You are the legend. Puzzled, Billie leans forward, whispers:

BILLIE
How do I know you?

CUT TO:

EXT: "LE HOT" CLUB, PARIS. LATE NIGHT.

BEATNIK FANS mob Crawford as they wait for Billie, who poses for a BEAT PHTOGRAPHER in front of the "Le Hot" neon. Benjamin comes out, ducking the fans.

Billie lifts her hand at him, Farewell. The Photographer's FLASH bleaches her face.

CUT TO:

INT: METRO STATION - UNDERGROUND. PARIS. DAY.

A long train blurs past on the opposite track as Lester and Benjamin clatter down the stairs, Lester half-pushing him -

LESTER
Naw, it's a hip scene, man, you'll have chicks climbing all over you -!

BENJAMIN
(resistant)
They'll be buying clothes, Lester -

LESTER
Not buying 'em, looking at 'em. Dig it, it's a salon! Le mode, baby! The chicks go to dig on the clothes, the cats go to hit on the chicks!
(dance moves)
Le mode, le mode, le mode --!

He hustles Benjamin through the METRO TRAIN doors.

INT: HOUSE OF SCHIAPARELLI. PARIS, 1950. DAY.

An eclectic mix of STUDENTS, WEALTHY MATRONS, OLDER MEN with their YOUNG MISTRESSES, and many YOUNG WOMEN: feels like a party. MANNEQUINS sweep down the carpeted runway in fabulous winter clothes -- these are not clothes but costumes, flights of the imagination that will change fashion forever. The audience greets each MODEL with a gasping Ooooh, cries of:

VIETNAMESE BEAUTY, 20
Mignon! Oooh, mignon!

Lester, his arm around a beautiful, large-boned BRUNETTE, signals to Benjamin: *Her*, meaning the vivacious VIETNAMESE BEAUTY who tips up her face at Benjamin. In French:

VIETNAMESE BEAUTY
I saw you at Le Hot Club.
(pretty "piano" gesture)
Americaine, right?

BENJAMIN
Oui.

VIETNAMESE BEAUTY
You are very good. -

BENJAMIN
- *Merci.*

VIETNAMESE BEAUTY
(flirting, unkind)
- *But not as good as Thelonius Monk.*

BENJAMIN
Je le sais.

VIETNAMESE BEAUTY
But then, Thelonius is not here.

Happily she hooks her arm through his and turns to the runway:

A MODEL in a short red sheath and a toreador's cap swirls a red cape over her head like a bullfighter.

VIETNAMESE BEAUTY
- *oh! Mignon!*

Benjamin watches the Model come toward him. Her blonde hair is cut short, modishly angled bangs swinging like a shimmering curtain over her face. The cape comes around again, obscuring her, revealing her -- Daisy, 30.

Not Daisy. Never Daisy. Not here. The cape swirls up.

Unmistakably Daisy. Daisy looks directly at him -- whirls again to stare at Benjamin, stock still. Benjamin leaps onto the runway. The Audience gasps.

He strides to Daisy, kisses her full on the mouth. The Vietnamese Beauty SCREAMS, the Audience bursts into applause. Daisy laughs, breathless --

DAISY
Wait -

BENJAMIN
No -

They kiss, passionately, to sustained applause. An AMERICAN MATRON in the front row turns urgently to her COMPANION --

AMERICAN MATRON IN PARIS
I want that dress.

CUT TO:

Music over..."Exactly Like You": I used to have a perfect sweetheart, Not a real one, just a dream/ A wonderful vision of us as a team...

EXT: EAVES OF BENJAMIN'S GARRET. SPRING. TWILIGHT.

Pigeons glide over rose-stained rooftops; coming home to roost, gathering under Benjamin's eaves with mournful coos.

INT: BENJAMIN'S ROOMING HOUSE - STAIRS. TWILIGHT.

Benjamin and Daisy come up the stairs, slowly, kissing. Daisy carries a bottle of wine, a baguette. At the first landing, Benjamin starts unfastening Daisy's blouse. At the next landing, Benjamin steps out of his shoes. A CAT joins them, padding hungrily up the stairs.

The LANDLADY peers out her door, sees Benjamin's shoes on the landing, picks them up, bemused. Puzzled, she peers up the stairs --

Still kissing, Benjamin and Daisy go up and up, around corners on the many narrow stairs -- once again, Benjamin lives in an attic.

EXT: PIGEON'S POV OF - INT: BENJAMIN'S GARRET. TWILIGHT.

Through the grimy windows: Simplicity, cracked paint. Sketches propped against the wall, books on the floor; an austere iron bed waiting for great passion to transform it.

Benjamin and Daisy stand lightly touching, undressing each other almost incidentally, taking each other in with every physical sense. Benjamin explores the curve of Daisy's neck. He whispers something, she laughs.

She pulls him to the bed, slowly -- there is no hurry now. This is destiny. They look into each other's eyes, seeing unimaginable distances. Stillpoint. Just before their long, slow kiss, Daisy breathes:

DAISY
God, I've missed you...

On the phonograph, **"Exactly Like You": Can you imagine how I feel now, Love is real now, it's ideal...**

LAPSE TO:

EXT: BENJAMIN'S GARRET. DAWN.

With broody noises, PIGEONS strut on the sooty tiles, the dull new light iridescent on their oily feathers.

INT: BENJAMIN'S GARRET. DAWN.

The bed is in shambles. Daisy and Benjamin are wrapped in Queenie's quilt. Daisy muses sleepily:

DAISY
Gee, is this all there is to being happy? This is easy.

BENJAMIN
You're molting.

-- blowing at a downy little feather that clings to her skin.

A kettle whistles lightly. Benjamin stirs to get it --

DAISY
Don't go.
(he is gone)
Rat. Benjamin...We're not going to leave each other again, are we?

Comes back, spilling hot water from a tea kettle --

BENJAMIN
Daze, I spent the last five years looking for you. - Ow! - I love you about every way a human being can love another hu --

DAISY
I don't want to be apart from you again. Promise.

They kiss. Daisy laughs, pretends to swoon. Benjamin measures out spoons of coffee, with masculine carelessness --

BENJAMIN (cont'd)
We're lucky, you know. I was afraid I wouldn't find you until you were sixty or so. And there were things I wanted to do with you that a ten year-old boy just can't do.

Daisy looks at him, puzzled; doing mental arithmetic.

DAISY
Wait. When I'm sixty - you'll be ten??

BENJAMIN
(watching her reaction)
In actual age I'll be seventy. But physically...You know where I'm going. Every year that passes is like two -- subtracting from me, adding to you. I'm 40, you're 30. When you're forty, I'll be thirty. When you're fifty, I'll be twenty. When you're sixty, I'll be ten.
(shrugs, philosophically)
And so on, as I go speeding toward infancy, and the hour of my death.

Daisy looks at him soberly as this sinks in. She smiles.

DAISY
Or we could die of happiness, five minutes from now.

She kisses him. He hold her close.

BENJAMIN
Don't promise me anything.

DAISY
I promise.

POV THROUGH WINDOW - INT/EXT: BENJAMIN'S GARRET. DAWN.

Pigeons fly up from the ledge. Benjamin and Daisy kiss as if they will never part. The CAMERA draws away from this perfect moment, fixing it in Time.

The CAMERA glides around the eaves to:

POV ANOTHER WINDOW - INT: THE GARRET. **ANOTHER YEAR** - NIGHT.

A *salon* of INTERESTING PEOPLE, absorbed in many conversations. MUSIC, the haze of Gaulois cigarettes; a FRIEND juggling eggs. Laughter erupts as TWO DANCERS mime a mock fight. Crawford, with his back to the room, silently "plays" his trumpet.

Daisy is alive, in love with Benjamin, who leans close, carelessly whispering something that makes Daisy laugh. She kisses him, starts to move away. No, there's one more thing I have to tell you -- Benjamin pulls her back to whisper something else. Daisy listens, her eyes lively with pleasure.

The CAMERA glides around to:

POV ANOTHER WINDOW - INT: THE GARRET. **ANOTHER YEAR** - NIGHT.

Alone in the night, Benjamin intently composes at the piano, as Daisy sleeps in their bed. **The CAMERA glides to:**

POV ANOTHER WINDOW - INT: THE GARRET. **ANOTHER YEAR** - NIGHT [RAIN].

Near the window, her face serious, Daisy leans over her drawing board, inking fashion sketches, occasionally wiping her pen on her smock. **The CAMERA pushes past her** into the room, where Benjamin and Lester and Crawford argue --

INT: BENJAMIN'S GARRET. PARIS. **EARLY 1950s.** NIGHT. [RAIN]

Crawford waves a joint of marijuana, he seems slightly crazed -

CRAWFORD
Bullshit. You think you're going to gain some kind of Immortality --?

BENJAMIN
I just want to record the music, Crawford. Every time we play it, it changes --

CRAWFORD
That's the essential nature of it, man!

-- which he repeats in a whisper, several times, under:

LESTER
Look, it's only a recording studio, man. Hey, even if you only go in there for one hour --

BENJAMIN
Not just *one hour* - We have body of work --

Across the room, Daisy glances up from her work. She is listening to their argument.

CRAWFORD
It's not a body, it's a corpse, it's over, man --

BENJAMIN
They're my compositions, Crawford. I want to record them, I want to move on --

CRAWFORD
-- Then move on, man! We played that shit, it's ghosts in the wind.

-- moving about jerkily, robot-like. Benjamin turns to Lester:

BENJAMIN
Vista says they'll need us a couple of weeks, maybe a month --

Crawford howls --

CRAWFORD
I'm not going to New York for a month.
(cutting Benjamin off)
They don't call you "nigger" there, do they? They don't call you nigger.

Benjamin barely keeps his temper.

BENJAMIN
Crawford, you don't know anything about me. Okay?

Daisy rises wordlessly and removes a suitcase from under their bed. She begins to pack, randomly: clothes, the framed charcoal drawings, a pillow, shoes, tea kettle.

BENJAMIN (cont'd)
Everything we've worked on will be lost, unless we record it. There's stuff we played three years ago that we don't play any more.

CRAWFORD
Yeah - We played it three years ago.

He begins to blow annoying, repetitive blurps on his trumpet,

BENJAMIN
Well, ten years from now, I want to be able to hear it!

CRAWFORD
Ten years from now, we'll all be deceased, man.

Still blowing hard little blats, he stalks out the door. Lester goes after him, yelling --

LESTER
You'll be deceased ten minutes from now, if you don't lighten up.

Benjamin closes the door in weary disgust. He notices the suitcases, and Daisy packing their clothes. She smiles.

DAISY
He'll come. He needs you more than you need him.

She starts unpinning her fashion drawings. The CAMERA draws back from Daisy at the window, **glides around the eaves to:**

POV THROUGH WINDOW - EXT: BENJAMIN'S GARRET. EARLY MORNING.

The flat is empty now, the iron bed stripped, the scarred floor white with dust, the voices silenced.

FADE TO:

EXT: TIMES SQUARE - **NEW YORK. WINTER, 1958.** MORNING.

Everywhere, BUSINESSMEN in dark suits, thronging to work. Theatre marquees with Broadway show names. A DELI BOY with a sack of coffee and rolls shoves open the glass door:

Painted legend: "VISTA RECORDING STUDIOS".

INT: RECORDING STUDIO. WINTER 1958. MORNING.

Spare, drab room; clock says 7 a.m. Metal chairs, a piano. A recording session has been going on all night. Benjamin, early 30s, slumps over the keyboard, watching Crawford [several years older] pace, ranting:

CRAWFORD
-- Jim Crow, he says Be meek! So we have to crawl and pray and beg! The Negro can produce! While the white man stands on his back!

The black MUSICIANS [among them Lester, several years older], exchange weary looks. Suddenly Crawford raises his trumpet, and the musicians perk up, getting ready to play -- False alarm. Crawford goes back to ranting.

The WHITE RECORD PRODUCER comes out of the sound booth --

RECORD PRODUCER
How much longer does this go on?

Benjamin shrugs. He wears a scraggly goatee, and a tiny gold earring. He has a cool that passes for patience.

RECORD PRODUCER (cont'd)
The thing is, I can't hold the room.

BENJAMIN
It's seven a.m., man, who wants in here startin' seven in the morning??

Benjamin glances toward the sound booth: THE LETTERMEN, perky and Caucasian in collegiate turtlenecks and blazers.

RECORD PRODUCER
(patronizing, to Crawford)
Mister Crawford. Mister Crawford.
(turns on Benjamin)
Look, you know, I've been very tolerant of you people and your bennies or dexxies or whatever the hell you're hopped up on --

BENJAMIN
He's not hopped up. He's insane.

The Record Producer turns away in disgust, gesturing for the Lettermen to come in --

RECORD PRODUCER
Friggin' geniuses...
(to ENGINEER)
Okay, it's a wrap here. Let's make some money. For a change.

The Lettermen take over the room, smiling courteously. The jazz men don't smile back. Lester leads Crawford to the door, as he continues ranting --

CRAWFORD
Look at history! The Cradle of Civilization! Mesopotamia!

Passing the sound booth, Benjamin overhears:

SOUND ENGINEER
Y' got four good masters here... whaddya want me to call 'em?

RECORD PRODUCER
(mimicking)
"Mesopotamia! Cradle a-Civilization!"
...Just shelve it.

The Engineer scribbles in grease pencil on the tape can.

INT: HALL OUTSIDE RECORDING STUDIO. DAY.

Benjamin gazes through the glass as The Lettermen [reflected over Benjamin's face] croon in dulcet tones, **"Autumn Leaves":**

THE LETTERMEN
"Autumn Leaves, drift by my window,
The Autumn Leaves of red and gold..."

CUT TO:

INT: GRAND CENTRAL STATION - NEW YORK. WINTER 1958. DAY.

A mob of dark-suited MEN, hastening to make their fortunes in the Capital of Capitalism. Jammed in sparsely among them are a few female SECRETARIES; and Daisy, late 30s, flamboyantly fashionable, carrying a stack of lay-out proofs marked "VOGUE".

EXT: GRAND CENTRAL STATION. WINTER 1958. DAY.

Benjamin plucks Daisy from the crowd. PEOPLE stare as they kiss -- he is a young beatnik, she is an older fashion plate.

DAISY
How'd it go?

BENJAMIN
Another masterpiece. "Waiting For Crawford".

DAISY
You should get someone else.

BENJAMIN
I wrote it for Crawford, no one else can even play this stuff.

They pass a MUSIC STORE, where OFFICE GIRLS gawk at a cut-out of Elvis Presley.

BENJAMIN (cont'd)
He was right. We can't lay it down the way it really happened, it's - like trapping shadows...
(shrugs, inarticulate)
I don't even know what I want to play anymore. I don't know what I hear in my head.
(then)
Maybe that's the end of the music. Maybe I've used it up.

DAISY
Maybe you need some sleep.
(kisses him, concerned)
Look, I have to run these proofs up to Miss V. I'll come home early --

Benjamin is staring past her, shocked:

POV - NEWSTAND, WITH PAPERS HANGING BY CLOTHESPINS

DAILY VARIETY - PHOTOGRAPH OF YOUNG BILLIE WEARING A GARDENIA
In small type: "Jazz Legend Dead at 42, Heroin Overdose"

Daisy puts her arms around Benjamin as they look at the obituary. Finally he folds the paper away, distractedly.

BENJAMIN
Gotta go snow some cat about a money gig at the Carlyle Hotel.

DAISY
-- The *Carlyle*? We're not that broke. What are you going to play?

BENJAMIN
(wry)
Whatever the man wants to hear.

CUT TO:

INT: CARLYLE HOTEL - ELEGANT PIANO LOUNGE. WINTER. DAY.

The zenith of swanky New York sophistication. The CARLYLE MANAGER, in a bandbox tuxedo, smiles tightly as Benjamin takes a seat at the white grand piano. Benjamin is absurdly out of place with his gold earring and Beat clothes.

CARLYLE MANAGER
Do you know "Autumn Leaves"?

Benjamin touches the keys with one finger, picking it out, like a nursery rhyme. He goes back over the same phrase, in hymn-like chords; drops briefly into a fugue-like variation.

At the rear of the room, black MAIDS have paused to listen. Benjamin stops, and half-whispers:

BENJAMIN (cont'd)
This is for the great Billie Holiday.

Hunched over the white piano, Benjamin begins an emotional, dirge-like jazz version of **"Autumn Leaves"** [that Tom Waits would envy]. In his touchingly hoarse voice:

BENJAMIN (cont'd)
"...Those falling leaves...those dying leaves...of red and gold..."

The Carlyle Manager looks on, aghast. This is the last thing he wants in his hotel.

CUT TO:

EXT: WASHINGTON SQUARE, GREENWICH VILLAGE. WINTER '58. DAY.

The Bohemian scene from Paris, with American flavor: CHILDREN on pogo sticks; a "HOOTENANNY GROUP" performing Labor Movement songs on acoustic guitars. Benjamin pauses, hearing a thumping blues backbeat, and a raunchy, compelling VOICE:

OLDER BLACK MAN
"I got a black hat bone, Got a mojo too / I've got a dondacockeroo, I gotta mess wit' you!

Sprawled against a tree is a BLACK MAN, 50, with grizzled hair, one trouser leg knotted at the knee, part of that leg missing. He is drunk out of his mind, playing a battered old guitar.

Benjamin stares at him: In his ear is a ruby glass earring.

BENJAMIN
Ulysses.

ULYSSES
Who s'at? I 'on't know you...

Benjamin kneels, examines a swollen cut on Ulysses' face.

ULYSSES (cont'd)
Can you gimme a quarter, I's tryin' to git to Bal'imer...

A PATROLMAN is on them, prodding Ulysses with his billy club.

PATROLMAN
Move along, take it to the Bowery.

BENJAMIN
It's okay, this cat's my friend.

ULYSSES
-- I am a veteran!

PATROLMAN
You're both drunks, get out, Washington Square's a decent park.

Benjamin hands Ulysses his crutch and guitar, helps him up. Ulysses falls down. Benjamin struggles to carry Ulysses and

his guitar out of the park, drops the crutch.

PATROLMAN
Beatniks...

CUT TO:

INT: STAIRWAY OF GREENWICH VILLAGE STUDIOS. EVENING.

Daisy carries festive bundles, flowers and bread and dark winter greens. Distantly, the sound of a honky-tonking piano.

Winding up the stairs after Daisy are a number of NEW YORK SOPHISTICATES, colleagues from VOGUE; they carry bottles of wine, bebop record albums.

DAISY
I've been wanting you to meet him.
But he's been sort of depressed...

COLLEAGUE
Well, he's a kid, right?

A FEMALE COLLEAGUE nudges him hard from behind: Shut up.
Coming in the door, Daisy stares, amazed:

INT: GREENWICH VILLAGE STUDIO APARTMENT. NIGHT.

In his undershirt, Benjamin plays a stomping **stride piano.** Reunited with his childhood music, Benjamin is alive again.

BENJAMIN
"He's gonna make pretty women jump
and shout..."

A MIDDLE-AGED DERELICT with a bandaged head is drinking bourbon and banging out guitar riffs. He sweeps his arm gallantly --

ULYSSES (cont'd)
This here's th' Good Samaritan I
been hearing so much about!

Behind Daisy, the NEW YORK SOPHISTICATES stare at Benjamin and Ulysses. Piano music trails off. Everyone waits, expecting an explanation or apology. Benjamin dives back into the music --

BENJAMIN
"He's gonna make the little girls
jump and shout"...

-- and Ulysses goes at it with him. To her colleagues'

bewilderment, Daisy begins shoving furniture out of the way --

DAISY
What are you waiting for? Let's dance.

EXT: GREENWICH VILLAGE BUILDING. NIGHT.

From the lighted windows above, the sounds of a party: Old-time jukin' music, and Ulysses' raw voice bellowing along. A BEATNIK COUPLE hurries past, hands over their offended ears.

CUT TO:

INT: GREENWICH VILLAGE APARTMENT. LATE NIGHT.

Ulysses sleeps on the floor, curled inside a braided rug.

On the fold-out bed, Daisy sleeps beside Benjamin, who is awake, sleepless, thinking. He looks at Daisy's face, so beautiful and still. He traces the lines on her forehead, lightly; holds her hand, looks at it. My Daisy. He kisses her fingers, then gratefully kisses her sleeping brow.

CUT TO:

INT: TRAIN, NEW YORK TO BALTIMORE - MOVING. DAY.

Quiet rhythm. Benjamin is the only white person in the colored car. Ulysses, sick, wrapped in a blanket, studies Benjamin.

ULYSSES
What's your name, Samaritan - "Button"?
(off his nod, laughs)
B'lieve I used t' know yo' daddy. Real good. Now, he could play the piano. None of dis doodle-oop sound, that be-bop, tha's trash.

BENJAMIN
My father never went near a piano.

ULYSSES
Benjamin Button's not yo' daddy??

Benjamin shakes his head, No; watching Ulysses carefully.

ULYSSES (cont'd)
You sure do favor him. White fella, played a little like Eubie Blake. Married a society gal. 'I came back from overseas, I went to his house, thinking we'd scare us up some music. But he'd run off. Wife was cold, unnnh, a cold woman.
(shivers comically)
Don't think they had chirren, come to think of it. 'They did, I never knew anything about it.

He doesn't notice a flicker of pain cross Benjamin's face. Benjamin glances out at:

POV - EXT: TRAIN WINDOW - INDUSTRIAL BALTIMORE. DAY.

SEMI-TRUCKS, FREIGHT CARS, enormous PETROLEUM TANKS, all emblazoned: "BUTTON INDUSTRIES: MAKING AMERICA GREAT"

CUT TO:

Ulysses' rough voice, singing "Hard Times", continuing over:

"My mother tol' me 'fore she passed away/ Said, son, when I'm gone, don't forget to pray/ There'll be Hard Times...Hard Times, who knows better than I..."

EXT: BLACK NEIGHBORHOOD, BALTIMORE. WINTER 1958. DAY.

TAXI drives past small homes. Wash hanging in the side yards. Vegetable gardens. Benjamin stares from the window of the cab:

MOVING POV - EXT: HELENE'S HOUSE. WINTER 1958. DAY.

Half a dozen BLACK KIDS in the dirt yard, teasing a DOG.

EXT: ANOTHER PART OF THE SAME NEIGHBORHOOD. WINTER. DAY.

TAXI pulls up in Queenie's old neighborhood; houses with tarpaper roofs, now mixed with concrete industrial buildings.

INT: CAB/EXT: QUEENIE'S OLD NEIGHBORHOOD. WINTER. DAY.

Ulysses is reluctant to get out of the cab.

ULYSSES
You goin' straight back?

BENJAMIN
Might try and see somebody. Take the night train back.

ULYSSES
I rode that train many times. You keep up 'at piano, hear? You gon' be good, Samaritan, one of these days.

Benjamin hands him his old guitar. Ulysses limps off on his crutch, toward a tarpaper house. Benjamin watches him go.

"Talking 'bout Hard Times...." continues over:

EXT: HELENE'S SUBURBAN HOUSE. BALTIMORE. WINTER 1958. DAY.

New split-level houses. Puny seedlings in yards staked for grass seed. Gleaming Cadillacs in every driveway. The TAXI waits. Benjamin takes in the eerie landscape, the blank face of Helene's house, the Christmas wreath. He rings the bell.

A BLACK MAID in a navy uniform opens the door, immediately sizes up Benjamin: Beatnik. From inside the house, Helene's smoker's cough. OLDER VOICE:

HELENE
Who is it, Eunice?

Helene, 58, comes into view: gray-haired, stout, embittered face; holding cigarettes and playing cards. She stares at Benjamin with instant recognition. Their eyes connect.

HELENE
Close the door.

The Maid shuts the door in Benjamin's face.

CUT TO:

EXT: EPISCOPAL SCHOOL - PLAYING FIELD. WINTER 1958. DAY.

POV through a grove of stark trees:

PREPPY BOYS in soccer uniforms. Among them, a tall weakling, JAMES BUTTON, 17, intelligent; he looks like young Helene.

EXT: EPISCOPAL SCHOOL - GROVE OF TREES. WINTER. DAY.

With wonder, Benjamin watches James lope gracefully after the ball. His son's face is slack with innocence. James has been

sheltered, and now stands to inherit the earth, with all of its raw, instructive truths.

But not today. Not today. Benjamin turns away. On the field --

EXT: EPISCOPAL SCHOOL - PLAYING FIELD. WINTER 1958. DAY.

-- James leans over to catch his breath, and catches sight of Benjamin leaving the grove. The man's shadow slants long in the weak sun. Something familiar there.

The soccer ball slams painfully into James' head; easy laughter from the TEAMMATES.

COACH (unseen)
Pay attention, Button!

James glances back toward the stark trees. The man is gone.

CUT TO:

EXT: TRAIN AT PLATFORM, BALTIMORE STATION. WINTER '58. NIGHT.

Benjamin waits for OTHER PASSENGERS to board first. Lost in thought, he hears: distinctive blues guitar. He swivels --

EXT: FREIGHT YARD - BALTIMORE STATION. WINTER 1958. NIGHT.

Black HOBOS huddle around a few coals. Drunk, Ulysses shivers with fever, playing soulful, angry blues:

ULYSSES
"I had a one love, who was always around/ Then when I lost my money, She put me down/ Talking 'bout Hard Times, You know those Hard Times..."

Benjamin walks up, looks at Ulysses and his bottle with dismay. Ulysses glares up at him resentfully.

ULYSSES
My people wouldn't have me. They despise the Lamb who strays! Where are your people, Samaritan?

BENJAMIN
Same place yours are.
(kicks the bottle away)
Thought you were gonna quit boozing.

Ulysses laughs, suddenly coming down harder, his ugly hands expert on the glinting strings, bending the searing notes --

ULYSSES
A lucky man knows who his friends are. Keep it close under my arm.
(grabs his bottle)
You lose that friend, why, the corner store'll turn up another. "Maryjane, cocaine in y' veins. An' a pair of dice can be paradise."
(abruptly departs the blues)
"What a friend I have in Jesus..."
That's another fo' the corner store.
(laughs, coughs painfully)
You got that woman o' yours waiting for you, tha's the difference 'tween you and me. Ain't a soul in this world cares if I live or die.

Benjamin kneels, and wraps his coat around Ulysses --

BENJAMIN
Except me.

-- and starts pulling Ulysses to his feet. Ulysses stares at him closely, puzzled.

ULYSSES
Now, I know you, man, I do.

BENJAMIN
A long time.

ULYSSES
(finally, bewildered)
...Benjamin?

BENJAMIN
That's right.

He helps Ulysses toward the train. Ulysses stares at him.

ULYSSES
(a question)
You're Benjamin.

BENJAMIN
Yeah.

Ulysses looks accusingly at his bottle of wine, and tosses it away from him. He keeps staring at Benjamin as they limp toward the train. Finally, shaking his head --

ULYSSES
Man, I sure don't know how you're doing it. But keep it up.

"Hard Times" blues transforms into kick-ass rock-n-roll, over:

EXT: CIVIC AUDITORIUM - **MEMPHIS, 1966.** NIGHT.

Chaotic, turned-on energy -- DOZENS OF TEENAGERS, black and white, dance in the parking lot of the sold-out concert.

CLOSE ON A TEENAGE GIRL'S FACE, AS SHE IS INTERVIEWED

Teased hair, white lipstick, "crop top" over Bermudas --

TEENAGE GIRL
I don't really like Night Train, you know, 'cause their lyrics are real dirty and you can't even understand the words. I really - I like the Beatles 'cause Paul is so innocent.

A DISC JOCKEY broadcasts "remote live" from the sidewalk, with a fake English accent [British is "in"] --

DISC JOCKEY
Why'd you birds drive all the way to Memphis to hear Night Train?

Her BOYFRIEND, a wild-eyed teen in a madras 3-button shirt, suddenly lurches at the CAMERA, yells/sings --

BOYFRIEND
<u>To do the dirty dawg</u>!

From the crowd, wild rebel yells.

INT: CIVIC AUDITORIUM - NIGHT TRAIN CONCERT. 1966. NIGHT.

In the raw lights, sweaty YOUNG MEN in Chuck Berry suits play **"Hard Times"** as a hard-pumping blues/rock standard.

In a gold suit on a platform, Ulysses, 60, delivers a low-down bass guitar. He is an authentic blues presence; a novelty, a real live black man playing with some white boys.

LEAD GUITARIST, JIM is 25, sexy, with the aura of an ex-con and a rough, mesmerizing voice. At times he sings directly to:

Benjamin, The Maestro, barely visible behind electric keyboards. In the glare of lights, Benjamin points in urgent silhouette -- Now! The MUSICIANS echo his driving piano lead.

INT: CIVIC AUDITORIUM - BACKSTAGE ROOM. 1966. NIGHT.

Daisy, 46, swings her handsome leather suitcase into the room. Behind her, the raucous music is extremely loud, then muffled as the door closes. She looks around at:

A few TEENAGE GROUPIES with long, ironed hair or Afros; bare legs, midriffs. They stare at Daisy's elegant clothes, her expensive jewelry. She is great looking, but she could be one of their mothers.

Daisy speaks to a miserable PREGNANT GIRL, eating ice cream:

DAISY
Hi, Susie.

PREGNANT GIRL
Hi.

Daisy sits on a filthy sofa, and opens her briefcase. The young girls smoke and stare as Daisy puts on her bifocals and begins editing a fashion layout. She is aware of whispering:

BACKSTAGE GIRL
...Is that his mother?

INT: CIVIC AUDITORIUM - STAGE. 1966. NIGHT.

The concert over, the band stands for the APPLAUSE -- but not Benjamin, hidden behind his keyboards and speakers. At last Benjamin, 24, long-haired, drenched with sweat, stands and raises his arms gratefully, receiving the DENSE NOISE of the ENTHUSIASTIC CROWD --

CUT TO:

INT: HOLIDAY INN MOTEL ROOM - MEMPHIS. DAWN.

Daisy kneels over Benjamin, massaging his back. He looks exactly like himself, but 24; pleasantly drained from the workout of the concert. Daisy is weary, middle-aged.

DAISY
Good crowd tonight.

Outside, distantly, the sound of breaking glass, partying.

Benjamin laughs to himself, cracking himself up.

BENJAMIN
These kids get up there and sing about "Uh whatch you do ta me" -
(cracks up, goes on)
"All that I need is a real good woman..."

DAISY
You're up there with them --

BENJAMIN
But I know what I'm singing about.
(turns, draws her to a kiss)
Don't I? Don't I know?

Daisy kisses him, laughs, rolls away.

DAISY
They're nice kids. But Jesus, Benjamin, you're fifty-six, what do you talk about with them?

BENJAMIN
We don't talk, we play music.

He kisses her, more urgently: he wants to make love. Daisy pushes him away, rises to begin cleansing her face: the elaborate ritual of an older woman trying to preserve her skin.

DAISY
I closed on the house in Montauk. God, I can't wait to get away. The magazine has gotten so...Every day's like the landing of Dunkirk.

BENJAMIN
You're away now.

DAISY
Sitting backstage with a lot of stoned teenage girls who iron their hair - is not my idea of a weekend. They don't even know what the landing at Dunkirk is.
(then)
I can clear August, we won't go into the City at all.

BENJAMIN
We've got concert dates in August. Cincinnati, Atlanta, Detroit...

Daisy looks at him, betrayed. She seems faded, vulnerable.

DAISY
You said if we got this house -

BENJAMIN
- But not for all of August, I'd go nuts! Christ, sunning my ass on a rock all summer with a bunch of publishers and their gifted wives --

DAISY
Benjamin, you like them!

BENJAMIN
They sit around like old people, talking about their hard-earned success, but jeee-sus, Daisy, they never give anything back! --

-- jumping on the bed, punctuating with jarring leaps --

BENJAMIN (cont'd)
We're the Elders, we're supposed to pass on what we know! What's the point of knowing all this music -- hell, knowing anything -- if we don't pass it on! Boogie-woogie, ragtime, blues...
(athletic maneuver)
-- Rock - and - roll!

Lands on the ground --

BENJAMIN (cont'd)
This is youth, Daisy. I always heard about it but who knew it would feel like this!
(poignantly)
I don't want to waste it.

He has wounded her. He puts his arms around her, trying to make it better; but it isn't better.

CUT TO:

INT/ EXT: HOLIDAY INN MOTEL. 1966. NEXT DAY.

Faint SOUND OF THE BAND REHEARSING, no amps. Carrying her suitcase, Daisy looks into the meeting room, where Benjamin and Ulysses and the others are working:

POV - INT: HOLIDAY INN MEETING ROOM. DAY.

Bursts of MUSIC, haze of smoke. Benjamin is intent, playing blues piano riffs for Jim, the young lead guitarist; who imitates the riffs on his guitar.

Benjamin prompts him with sounds, mouth-guitar, and Jim answers back with the guitar strings: Like learning a language. Ulysses comes in on his old guitar, overriding: No, this way.

Daisy watches them sadly, until she catches Benjamin's eye. She gives a little wave, and he blows a kiss.

Daisy walks away, elegant in her high-heels, carrying her handsome leather suitcase.

CUT TO:

EXT: BUTTON INDUSTRIES - DOCKS. BALTIMORE. 1966. DAY.

A huge conglomerate, pouring black smoke to the heavens. HARD-HATS file in through the gates. A BURLY WORKER sneers:

BURLY WORKER
Hey, are you a girl?

Long-haired Benjamin ignores their taunts. As the LAST MAN punches in, a WHISTLE sounds. Still Benjamin waits.

A black LINCOLN-CONTINENTAL glides up, and a DRIVER opens the door for:

POV - EXT: BUTTON INDUSTRIES - DOCKS. 1966. DAY.

JAMES, 24, handsome, immature. As he gets out, another LINCOLN pulls up with Tug and Bill [near retirement age]. Tug signals to James, and James waits at the fence for them.

Benjamin studies James intently: He looks like Helene, but at last there is something of Benjamin, too, around the eyes. In his suit, James looks like a boy pretending to be a grown man.

James notices the young man about his age; curiously takes in his long hair, peasant shirt and faded jeans.

JAMES [24]
Personnel's down at the other gate.
(apologetic wince)
They don't hire hippies, though, you have to get a crew cut.

BENJAMIN
Thanks, man.

Tug and Bill are almost upon them. Benjamin walks away, backward, still staring at James. James watches him go, uneasily. Something familiar there.

Tug and Bill clap James on the back as they enter the compound, past the GUARD. James is their protege; trying hard to grow up to be just like them.

Watching from a slight distance, saddened, Benjamin waves: Bye-bye. James disappears into Button Industries.

FADE TO:

EXT: DETROIT CONCERT HALL. SUMMER 1969. LATE DAY.

The Night Train entourage unloads from buses: a BEVY OF BLACK GOSPEL SINGERS, a mixed BRASS SECTION, some WHITE MUSICIANS. POLICE and FANS [black and white] wait behind a rope.

Ulysses, 63, disembarks behind long-haired Jim, the Ruffian of Rock, who looks pale and queasy. Behind the rope, FANS go crazy, CAMERAS flash. Signing autographs, Ulysses mutters:

ULYSSES
I'm hungry, you want some ribs?

Jim blanches, nauseous. Ulysses laughs, low.

ULYSSES (cont'd)
Tha's what you get eating them funny mushrooms.

He spots Benjamin slipping off [21, ponytail], a recluse under a floppy hat --

ULYSSES (cont'd)
Benjamin! Let's get some 'Q.

EXT: BLACK NEIGHBORHOOD - DETROIT. SUMMER. EVENING.

Hot night coming. BLACK FACES sweat behind closed windows. POLICE CRUISERS crawl by, WHITE POLICEMEN locked inside. BLACK PEOPLE in the streets, tense, watching. Edgy unrest.

Ulysses and Benjamin stroll, eating barbecued ribs from a greasy bag. They pass a BOY beating an empty kerosene drum, Bom! Byom! A little GIRL rattles a toy baton along a corrugated metal door. **These percussive sounds build over:**

POV - A PAWN SHOP SIGN, AN ARROW POINTING AROUND THE CORNER

BENJAMIN
Want to buy something for Daisy.

ULYSSES
A pawn shop, man? That's low.

BENJAMIN
She likes old jewelry, you know, estate jewelry.

ULYSSES
Ain't no estates around here.

But Benjamin has trotted off, disappears around the corner.

Ulysees waits, with increasing tension. YOUNG BLACK MEN run past him urgently from Benjamin's direction, feet pounding. A WOMAN hurries too, frightened. DISTANT SHOUTING. At the end of the block, the evening sky explodes with flames --

ULYSEES' POV - THE INTERSECTION AT THE END OF THE BLOCK

A POLICE CAR rolls into view, eerily, consumed with fire. SCREAMS and GUNSHOTS. Hitching his artificial leg, Ulysses runs toward the fire and BREAKING GLASS, rounds the corner:

EXT: DETROIT STREET. NIGHT. EVERYTHING ON FIRE.

The whole block is in flames. YOUTHS run past, throw a burning mattress onto a car. WINDOWS explode. DESPERATE PEOPLE loot storefronts, OTHERS throw Coke bottles of flaming gasoline.

The PAWN SHOP burns, the metal 3-Ball sign scorched.

Ulysses scans for Benjamin -- and sees him, the only white face in the night. He is being chased by BLACK YOUTHS waving fiery boards. Ulysses yells hoarsely:

ULYSSES
Benjamin!

He yanks Benjamin down an alley. They run: Ulysses limping, cursing; young Benjamin light and graceful. **Percussion builds.** The Black Youths round into the alley, smashing garbage cans, smashing windows. Ulysses shouts --

ULYSSES
He's in there! --

-- a TENEMENT engulfed with flames. The Youths collide with each other, run the other way. Ulysses cannot believe he faked them out so easily, until he looks the other way --

ULYSSES' POV - EXT: DETROIT ALLEY. NIGHT.

A mass of RIOT POLICE comes at him, double-time, wielding clubs; bypassing Benjamin: He is white.

BENJAMIN'S POV - EXT: RIOT POLICE IN DETROIT ALLEY. NIGHT.

A CLUB swings, and Ulysses goes down, like butter under a knife. Benjamin screams:

BENJAMIN
No!

He throws himself at a POLICEMAN, and hears, far-away, a final percussive -- KRAK!

BLACK OUT

INT: DETROIT HOLDING PEN - POLICE STATION. 1969. DAY.

Metal cage purgatory. Awaiting bail, Benjamin and Ulysses and OTHER BLACK PRISONERS are corralled, faces bandaged, arms in crude splints. Benjamin has a gash on his forehead, recently stitched. Ulysses' head is bandaged with Benjamin's shirt; he is damp and gray-pallored with suffering.

Benjamin scribbles music, on a torn piece of paper. As Ulysses watches him:

BRIEF FLASH: EXT: DETROIT STREET RIOT. NIGHT.

Benjamin, 21, the only white face on a street of black people.

BRIEF FLASH: INT: PRAISE HOUSE. BALTIMORE. NIGHT.

Benjamin, 70, the only white face on a pew of black people.

INT: DETROIT HOLDING PEN - POLICE STATION. DAY.

ULYSSES
Samaritan...What's the first thing you remember 'bout me?

Benjamin looks up, sees something odd in Ulysses' expression.

BENJAMIN
Well. What's the first thing you remember about me?

Ulysses laughs, draws a painful breath, addled.

ULYSSES
You setting in Queenie's pew, the only white face in the whole church.
(no response)
You jumped the fence and saved my ass, from them white kids that was stealing coal.

A full silence. Then, softly:

ULYSSES (cont'd)
It's my privilege to know you, man.

Benjamin puts out his youthful hand, and gives Ulysses his old slap-tickle-clench handshake.

BENJAMIN
That's how I feel about you.

Their hands grip, for a long moment.

A POLICEMAN and an FBI AGENT come in:

FBI AGENT
Benjamin Button.

The FBI Agent flips open Benjamin's wallet --

FBI AGENT (cont'd)
Mister Button, you don't seem to be registered for the draft. Did you accidentally burn your draft card while you were inciting that riot?

CUT TO:

EXT: GATES OF ARMY CAMP - **FT. BENNING, GA. 1969.** DAY.

Heat shimmers in the lush green of southern Georgia. On the grounds, SOLDIERS march, training. At the gates, GREEN BUSES unload NEW RECRUITS.

Daisy, 49, presses herself against the chainlink fence. She could be Benjamin's mother, her face ruined from crying.

DAISY
They can't do this.

On the other side of the mesh fence, Benjamin's head is shaved, he looks barely 21 in his fatigues.

BENJAMIN
They can, Daisy.

DAISY
I sent for a copy of your birth certificate --
(fumbling in pocketbook)
"Born July 24th, 1910 --"

BENJAMIN
" -- To Miriam and Thomas Button. Benjamin Button, *Stillborn*. George Button M.D." I showed them, already.

DAISY
What did they say?

Benjamin just laughs. He hears the DRILL INSTRUCTOR call --

DRILL INSTRUCTOR
Private!

DAISY
Then tell them you're a pacifist!

BENJAMIN
I <u>assaulted</u> a cop, for Chrisssake!

Daisy suppresses a sob, her face twisting into an accusation --

DAISY
You want to go.

BENJAMIN
I'm not going to prison - If it's prison or war, I'll take war.

Daisy is silent, fighting tears.

DAISY (cont'd)
Oh God. I'm done. I'm too old for this. Jesus, by the time you get back, I'll be fifty-five years old, Benjamin! And what are you going to be, <u>fifteen</u>??

Her words strike at his very heart.

BENJAMIN
But Daisy, that was going to happen anyway.

They look at each other mutely. The Drill Instructor bellows:

DRILL INSTRUCTOR
Hey scumbag! Kiss Mama goodbye!

BENJAMIN
You heard the man.

She puts her face against the fence. Just as his lips touch hers, she turns her head. His kiss lands chastely on her cheek. She weeps, and will not look at him.

Heat rises from the road, making a dreamy image: Benjamin and a hundred other UNIFORMED BOYS march to the musical rhythm of the DRILL INSTRUCTOR's chant:

SOLDIERS
"I don't know but I've been told,
G.I. Joe he don't grow old."

FADE TO:

INT: BUTTON INDUSTRIES - OFFICE. **BALTIMORE, 1972.** DAY.

Benjamin's old office. Humming to the Muzak, James, 30, [slightly balding, wedding band], answers his phone:

JAMES
Yes...Transfer 'em to our military division. Mm? Oh.
(waits)
James Button here...Hello, Corporal.
(strange expression)
She's his *next of kin?* My mother died of lung cancer six years ago.
...He has a "wasting disease"??
(presses intercom)
Tina, send Legal in here. Some serviceman in the Phillipines is claiming he's a family member.
(back to phone)
...Unh-huh...Well, I'd have to see this "marriage license"...

A black ATTORNEY, 30, appears. James gestures for him to pick up the extension line.

CUT TO:

EXT: AIR FIELD. [MARYLAND AIR FORCE BASE]. 1972. DAY.

A green Army TRANSPORT JET lands, screams along the runway. At the fence, James waits nervously beside his Lincoln Continental. James frets unconsciously with a silver-framed sepia wedding photo: Benjamin, 59, and Helene, 30.

Through the gate comes a slight BOY, 17, so much like Benjamin -- but so different. His face is wonderfully familiar around the eyes; but that tender face, lightly marked with acne, looks as if it has never been shaved.

James walks toward him, uncertainly.

JAMES
Dad?

Benjamin, 17, embraces his son James, 30.

CUT TO:

EXT: JAMES/HELENE'S SUBURBAN HOUSE - BALTIMORE. 1972. DAY.

Lush yards, big trees, weathered split-level houses -- this once-new neighborhood looks as if it has been here forever. Benjamin walks beside James to the front door.

INT: JAMES/HELENE'S SUBURBAN HOUSE - LIVING ROOM. DAY.

Benjamin looks around the sunny, staid room: a page from "Southern Living Magazine". JANICE, 30, pretty, watches Benjamin expectantly, as if he were from Mars.

BENJAMIN
(voice cracked, adolescent)
Everything matches.

Janice smiles modestly: This house is my identity.

JAMES
Your room is, uh - back there.

Janice straightens a candy dish that Benjamin has touched, which makes him even more ill at ease. They stare at him.

JANICE
What was the Army like?

BENJAMIN
I went in a man, came out a boy.

She blanches. Benjamin sees that this will not work.

BENJAMIN (cont'd)
Look, I've got money. The songs earn well, I get my royalties. Next year, social security kicks in. I don't want to barge in here --

JAMES
Oh no, no, Dad, we want you. Janice and I've talked about it, and uh, you know...We're family. Plus, we can protect you from publicity.

He means, Protect the family.

JAMES (cont'd)
From what you say, the way this thing, um, works, you'll just keep -
(makes a shrinking motion)
So eventually -. I mean, they don't let children just live by themselves.

JANICE
James and I are going to tell people that you're his son from a previous marriage.

Benjamin blinks at her confident plan.

BENJAMIN
You know, you remind me of Helene.
(to James)
She reminds me of your mother.

He sits down, takes a cigar out of his shirt pocket. Janice looks alarmed. Benjamin sees her look, catches himself.

BENJAMIN
I'll take this outside.

He apologetically goes to the door. He looks like a teenage boy -- but something in his carriage is retired, weary.

CUT TO:

POV - THROUGH WINDOW CURTAINS - EXT: FRONT DOOR AREA. NIGHT

Benjamin, 17, smokes a cigar with the mannerisms of a man of 63; lolling the cigar in his mouth, expertly flicking tobacco from his tongue. He swirls the ice in his highball.

Janice moves away, with a disapproving whisper to James:

JANICE
He shouldn't be drinking out there.

INT: JAMES' SUBURBAN HOUSE - DEN. DAY.

The English Hunt decor is obliterated by keyboards, a Moog synthesizer, spools of recording tape, scribbled sheet music. Benjamin composes intently, playing and replaying phrases at top volume. [**Blues-jazz-rock fusion based on Queenie's theme.**]

INT: JAMES' SUBURBAN HOUSE - KITCHEN. DAY.

Janice adjusts her ear plugs, annoyed, continues loading the dishwasher. Mouth tight: This just isn't going to work.

CUT TO:

EXT: EPISCOPAL SCHOOL. BALTIMORE. 1973. DAY.

PREPPY BOYS in blazers hurry into the ivy-covered building. James walks Benjamin in -- he does not wear a uniform yet.

JAMES
This is great, it'll keep your mind alive...You ever been to school?

INT: EPISCOPAL SCHOOL - CLASSROOM. 1973. DAY.

In his new blazer, Benjamin listens to the fatuous HISTORY INSTRUCTOR, 30.

HISTORY INSTRUCTOR
...This wasn't just a law, it was a Constitutional amendment. Two-thirds of the union asked for it. So why didn't Prohibition work?

BENJAMIN
It placed a bushel of money in the hands of a few swarthy immigrants. That scared folks.

HISTORY INSTRUCTOR
Raise your hand, please. Prohibition didn't work because - people like to drink alcohol.

Laughter from the other boys.

BENJAMIN
People like to go to whores, too, but you don't see that legalized.
(ignoring the shock ripple)
We had all the booze we wanted! We were drunker than ever. Go back and read the newspapers -- we didn't have Répeal till the politicians saw Italians and Irish and Jews amassing fortunes. And money buys power. We'll probably decriminalize narcotics someday, same reason.

Cheers from the other boys.

HISTORY INSTRUCTOR
Take your counterculture claptrap straight to the Headmaster, Button.

He shoves a pass at Benjamin. Benjamin has the last word --

BENJAMIN
I was there.

CUT TO:

EXT: JAMES' SUBURBAN HOUSE - PORCH. BALTIMORE. 1973. NIGHT.

Crickets. [From inside the house, Carol King's **"Tapestry"**] James and Benjamin sit outside and talk quietly.

JAMES
I just want you to have a normal life.

BENJAMIN
I'm not normal, I don't want normal. I want...I want my three years back. The Army stole three years of my life.
(looks at his hands, bereaved)
Now my hands are going small on me.

JAMES
Dad, can't you just relax? Haven't you accomplished enough?

Benjamin sends him a forgiving look: You don't get it yet.

BENJAMIN
This isn't about accomplishment. I don't know what accomplishment is --

JAMES
It's what we achieve, It's - it's - We're put here for a reason --

BENJAMIN
Yeah, but maybe that reason isn't as grand as we'd like to think.
(then)
One day you pick up a leaf because it's red, it's beautiful. And you don't know it, but that's why you came here. To pick up that leaf at precisely that moment. And so the alignment of the universe is maintained, and the stars and planets spin. Maybe the rest of it, all the accomplishment and passion and losing people...
(slows, thinking of Daisy)
...Maybe that's just stuff to fill up a life, like straw packed around that single valuable act.

JAMES
Then how do we know how to spend our lives?

BENJAMIN
(shrugs, mystified)
We do what we have to. I had to play music. So I left your mother.
(takes it back)
That's not true. I left because I loved someone else, very much. And then I let her go, too.
(emotional pause)
I wasn't ever much good at this thing of being in a family. I missed something...that gets passed down from father to son. I didn't know my father until too late.
(then)
Maybe you'll say the same thing.

James puts an arm around him, embarrassed and touched. They blot their tears surreptitiously in the dark.

CUT TO:

INT: JAMES' HOME - DINING ROOM. **SEVEN YEARS LATER.** NIGHT.

James' 40th birthday; dinner party of SUCCESSFUL PROFESSIONAL PEOPLE. Janice and James are much more hip, relaxed these days. Janice, 40, is pregnant. She converses with MIMI, 36:

JANICE
Aw, male doctors made that up to intimidate women. James' mother was 42 when she had him. Fuck it, I am younger at forty than my mother was at thirty.

MIMI
Is Benjamin excited about the - What is it, half-brother, step-brother..?

JAMES
Grandson.

Mimi swats at him, teasingly -- You kidder.

MIMI
Who's your O.B.?

JANICE
We're talking to, um, a homeopath-midwife about homebirth.

MIMI
Homebirth?? They still have that?

JAMES
(touch of irony)
Sure. Benjamin was a homebirth.

The MAID brings Benjamin his supper. The den door opens --

POV - INT: JAMES hOME - DEN. NIGHT.

BENJAMIN, 10, energetically plays a phalanx of keyboards, with headphones -- in complete silence.

JANICE
Benjamin wants us to go to the hospital. He's afraid for me.

MIMI
He is so bright. Have you ever had him tested?

INT: JAMES' HOUSE - KITCHEN. **3 MONTHS LATER.** NIGHT. STORM.

James, in a mock athletic "Labor Coach" shirt, takes a sterilized sheet out of the oven, shakily gathers birthing fetishes: music cassette, unscented oil, scissors, thread.

INT: JAMES' HOUSE - HALL. NIGHT. STORM.

Wind storm outside. Benjamin, 10, peeks out of his room anxiously:

The MIDWIFE, 35, Jewish, Yale sweatshirt, walks Janice past, in labor. That enormous belly going by. Benjamin is scared.

The Midwife spills homeopathic pellets into Janice's mouth:

MIDWIFE
It's pulsatilla. The windflower.

INT: JAMES' HOUSE - BEDROOM/BIRTH ROOM. NIGHT. STORM.

It looks like a birthing temple. Candles. New Age music lightly chiming. James holds Janice, whispering to her. The Midwife sees Benjamin across the hall, looking frightened.

MIDWIFE
Still want to go to the hospital?
(smiles)
It's okay. Babies always come out.

She closes the door, shutting Benjamin out.

INT: JAMES' HOUSE - HALLWAY. NIGHT. STORM.

Benjamin drowsily watches the door of the birth room. Behind it, a miracle of some kind is taking place. His eyes drift closed --

LAPSE TO:

INT: JAMES' HOUSE - HALLWAY. MORNING, AFTER A STORM.

-- and open, as James kisses Benjamin awake. Benjamin sits up, he has slept on the floor. James touches his lips: Shhhhh.

INT: JAMES' HOUSE - BIRTHING ROOM/BEDROOM. MORNING.

Janice sleeps, exhausted. In the bed, TAYLOR, an exquisite newborn girl, squirms in her pink downy swaddlings. Benjamin leans over her, transfigured, tears brimming.

JAMES
Here's Grandpa, Taylor. Smile at your grandpa, little girl.

James bundles her up, awkwardly, places her in Benjamin's arms. Benjamin stares at Taylor's scrunched little face.

BENJAMIN
Taylor's a boy's name.

JAMES
Not any more.

Benjamin kisses Taylor's pink forehead, and takes a deep breath, gathering in her fragrance. He and James giggle.

CUT TO:

INT: JAMES' HOUSE - DEN/PLAYROOM. **THREE YEARS LATER.** DAY.

Electronic equipment is gone; a modern piano has taken its place, and many toddler toys. On the floor, BENJAMIN, 7, smokes a cigar; he and TAYLOR, 3 [cowgirl outift with 6-guns], go through an old cardboard box of memorabilia.

TAYLOR [3]
Who's that, Grandpa?

Photo of Benjamin and John Lennon, in Washington Square.

BENJAMIN [7]
Musician I hung out with. Dead now.

Rolling Stone with Night Train on cover. Photo of Billie outside the Paris jazz club.

Peacock feather. Benjamin is overtaken by memories.

BENJAMIN [7] (cont'd)
I ever teach you that song? "Daisy, Daisy, give me your answer true --"

He halts, shocked. His voice has become angelic.

BENJAMIN (cont'd)
Jesus, I can finally sing!

He turns to the piano and begins to sing a Bach choral. His fingers stumble. He stares at his hands, betrayed: Too small.

Taylor is watching him, eyes shining: she loves to hear him play. Benjamin tries again: **Mozart's Sonata in C Major.**

BENJAMIN (cont'd)
First piece I ever learned. Mozart wrote it when he was six years old. His hands were just the right size.

Benjamin sings in his little boy soprano, with unearthly beauty. Taylor sucks on the peacock feather raptly.

CUT TO:

INT: GYMBOREE - BIRTHDAY PARTY. **TWO YEARS LATER.** DAY.

Familiar Yuppie scene: around the edge of the kiddie gym, SUPERMOMS and SUPERDADS nibble finger foods while their sugar-crazed FIVE YEAR-OLDS boogie to Raffi.

The GYMBOREE JOCK tosses giggling TAYLOR, 5, into the air --

GYMBOREE JOCK
...3! 4! 5! Taylor is five years old! Where's the birthday twin?

BENJAMIN, 5, glowers at him miserably.

BENJAMIN [5]
Keep your goddamn mitts off me or I'll plaster you.

Taylor tears open a packet of My Little Ponies. James kneels by Benjamin, with his birthday present:

JAMES
Surprise. They just released this.

A Compact Disc with a photo of Crawford and Benjamin, 33: "Mesopotamia, Cradle of Civilization".

JAMES (cont'd)
They dug it out of the vaults and remastered it when Crawford died.

Wordlessly Benjamin pops out the Raffi CD; puts in Mesopotamia. **Esoteric bebop jazz** fills the kiddie gym. Crawford's rantings are woven lightly under the music.

Benjamin has tears in his eyes. Children quiet down to listen.

The Supermoms and Superdads are restless: Why didn't I give my child a bebop CD?...They're really pushing that poor kid...

Janice, 45, hushes Taylor as she builds hysterically --

TAYLOR
I want Raffi. RAFFI! RAFFI!

CUT TO:

INT: JAMES' HOUSE - BENJAMIN'S ROOM. NIGHT.

Benjamin (5) is awake in Mickey Mouse pajamas, smoking, as James and Janice fight in the next room.

JANICE (unseen)
She's getting an inferiority complex! She doesn't realize, he's seventy years older than she is!

JAMES (unseen)
Well, they don't have nursing homes for 5 year-olds!

INT: JAMES' HOUSE - MASTER BEDROOM. NIGHT.

James brushes his teeth with an Interplak as they fight --

JAMES (**cont'd**)
When we move to New Jersey we'll buy a bigger house, we'll get him his own nanny, we can put Benjamin upstairs.

JANICE
(weeping)
I don't want to move!

INT: JAMES' HOUSE - BENJAMIN'S ROOM. NIGHT.

JAMES (unseen)
-- You think I do?? Sweetheart, that's the ultimatum from the E.P.A! We have to relocate the plant away from Chesapeake Bay!

Upset, Benjamin pulls the pillow over his head.

CUT TO:

INT: GRAND CENTRAL STATION - NEW YORK. **FEW MONTHS LATER.** DAY

Once the Citadel of Transportation, now a scene from Dickens. HOMELESS PEOPLE everywhere, garbage, fires in the trashcans.

The Buttons are in New York for the day. Janice hustles Taylor (5) and Benjamin (5, looks younger) past the homeless. Taylor waves at James, going off with his briefcase.

Janice steps up to the INFORMATION BOOTH:

JANICE
Excuse me, where's the museum that has the Egyptian mummies?

BENJAMIN [5]
Fifth and 82nd.

Janice and Taylor immediately follow him.

EXT: THE METROPOLITAN MUSEUM. **NEW YORK, 1986.** DAY.

HUGE BANNER: "RAGS: ONE HUNDRED YEARS OF AMERICAN FASHION"

A small CROWD mills on the steps.

INT: METROPOLITAN MUSEUM - GALLERY. NEW YORK. 1986. DAY.

SOPHISTICATED CROWD obscuring the clothing exhibit. Janice deciphers the museum map as Taylor pulls at her. Benjamin reads a sign; then slowly walks through the forest of adult legs, until he sees the special curator:

Daisy, 66, gray-haired, graceful; a mantle of sadness about her as she is congratulated by COLLEAGUES. She wears a beguiling hat, a peacock feather swirled around the brim.

BENJAMIN (5)
Pocahantas. Pocahantas. Daisy.

She turns, searching the adult faces -- then glances down. Her eyes light on Benjamin, at first puzzled, and then with dawning recognition. Tears well as she gasps --

DAISY
Oh my god.

She holds out her arms, and Benjamin runs to her. They embrace, kiss, tenderly cling -- creating a stir around them.

ANOTHER PART OF THE SAME GALLERY

Distraught, Janice is looking for Benjamin, dragging Taylor after her. She breaks through a clutch of grownups:

She sees Benjamin cuddled on Daisy's lap, contentedly drinking from her glass; like a lover, like a grandchild.

CUT TO:

EXT: BUTTON HOUSE. **OLD WEST BALTIMORE. 1986.** DAY.

The old neighborhood has been nearly consumed by the city. Once a gritty slum of flophouses, the street is on the way back up again. From the street comes joyful rap music, **"Freedom": We don't care if you're eight or ten/ Or if you're a senior citizen/ We got the beat that just won't end...**

One side of the Button house is scaffolded -- SANDBLASTERS peel paint off the old red brick. Daisy holds Benjamin's little hand as he climbs up the front steps.

DAISY
When I retired from the magazine, I cleared out of New York. Tug had left me this place...Not that it was his to leave.

Benjamin smiles up at her. She scoops him up, kisses him.

DAISY (cont'd)
Who'd have thought you'd be so adorable?

BENJAMIN [5]
Want to get married?

DAISY
Want to get arrested?

She carries him inside, both of them giggling.

EXT: BUTTON HOUSE - REAR GARDEN. **TWO YEARS LATER.** DAY.

Overgrown rose garden. Daisy swings BENJAMIN, 2+, on the wooden swing that Benjamin pushed when Daisy was a toddler. Benjamin points, and Daisy understands. She lifts him out.

Benjamin toddles to the wet stone walk. Picks up a scarlet maple leaf, examines it with wonder; shows it to Daisy. Daisy picks up another. Wordlessly, they gather leaves.

EXT: BUTTON HOUSE - FRONT STEPS. **ALMOST 3 YEARS LATER.** DAY.

[The street is a fashionable again.] Daisy, 70, rocks INFANT BENJAMIN in a blanket. A WELL-TO-DO BLACK NEIGHBOR pauses --

WELL-TO-DO NEIGHBOR
Oh, another grandchild! May I peek?

She comes in, peeks at the Infant: Eyes ageless, pacific.

WELL-TO-DO NEIGHBOR
Oh, he's an old soul. Look at him, he knows everything there is to know. What is he, about a week old?

Instantly, fear in Daisy's eyes. She holds him tightly.

DAISY
You think it's only a week?

INT: BUTTON HOUSE - DAISY'S BEDROOM. (1990). AFTERNOON.

Same four-poster Benjamin was born in. Daisy paces, patting Benjamin who whimpers like a colicky baby.

DAISY
What is it, baby? What is it? God, I wish you could talk...You want some music? MTV? Your favorite.

She switches on the remote. Benjamin cries harder. His tiny hands tug at her blouse. Switching off the TV --

DAISY (cont'd)
What is it, sugar?

His tiny head butts and nuzzles her breast. She suddenly understands. She sits on the bed, unbuttons her blouse.

DAISY (cont'd)
I don't know if I know how to do this...

She fumbles, offers him her aged breast. Benjamin roots, latches on like an expert. Daisy winces, then relaxes. It isn't anything Benjamin hasn't done before, a long time ago.

When he is asleep, Daisy puts him in the antique cradle.

EXT: BUTTON HOUSE - ROOFTOP ANGLE. SUNSET.

The HUGE SHADOW of an enormous bird's wing, moving over the slates of the roof and cupola. Like the angel of death.

INT: BUTTON HOUSE - DAISY'S ROOM. SUNSET.

Benjamin sleeps, dreaming. His eyes move under their marbled lids, his rosebud mouth twitches slightly. Tiny hands fisted as if for a fight, but there is only peace here.

The shadow of an ENORMOUS BIRD falls across the cradle.

Dreamy, a child's impression: Huge bird claws curved around the rails of the four poster.

Shadow of a long beak on the wall: The stork perches on the four poster, looking into Benjamin's cradle.

The beak comes forward, dips into the cradle --

The beak folds a corner of Benjamin's blanket over him. Then another corner...as gentle as a mother's hand. In his sleep, Benjamin smiles the fleeting, mysterious smile of a newborn.

Massive wings flap. Sudden wind in the room. **Sheaves of hand-written music** blow from the dresser, scatter across the polished floor. As if released from a box, **music begins, Benjamin's opus**, the breadth of a life's work. In it is every moment, every passion, every creation.

The cradle rocks slightly. It is empty. At the open window, the curtain moves. On the window sill, a white feather.

The CAMERA moves out, to blue sky. **Benjamin's music goes on playing.**

SLOW FADE